SUPPLEMENTARY PROSPECTUS DATED 24 SEPTEMBER 2009

LLOYDS TSB BANK plc

(incorporated in England with limited liability under the Companies Act 1862 and the Companies Act 1985 with registered number 2065)

£50,000,000,000
Euro Medium Term Note Programme

This Supplement (the "**Supplement**") to the Prospectus dated 4 June 2009 (the "**Prospectus**") (as supplemented by the supplementary prospectuses dated 12 August 2009 (the "**12 August Supplementary Prospectus**") and 11 September 2009, which comprises a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and is prepared in connection with the £50,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by Lloyds TSB Bank plc (the "**Bank**").

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Bank.

The Bank accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Bank (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

AMENDMENTS TO THE PROSPECTUS

Documents Incorporated by Reference

A new sub-paragraph (ix) shall be deemed to be inserted into the section entitled "Documents Incorporated by Reference" on page 7 of the Prospectus, as amended and restated by Appendix 1 of the 12 August Supplementary Prospectus, as follows:

"(ix) the announcement published by the Company on 18 September 2009 regarding the Company's proposed participation in the GAPS;"

The paragraph numbering shall be amended accordingly.

Risk Factors

Risk Factors 1.7, 1.18 and 2.3-2.7, as set out in Appendix 2 of the 12 August Supplementary Prospectus, shall be deleted and replaced as follows:

Risk Factor 1.7 shall be replaced with the following:

1.7 "*The Bank* is subject to the risk of the Bank and Lloyds Banking Group having insufficient capital resources to meet the minimum required by regulators.

The Bank is subject to the risk of the Bank and Lloyds Banking Group having insufficient capital resources to meet the minimum regulatory capital requirements. In addition, those minimum regulatory requirements may increase in the future and/or the FSA may change the manner in which it applies existing regulatory requirements to recapitalised banks including those within Lloyds Banking Group. Within Lloyds Banking Group, the heritage Lloyds TSB Group and the HBOS Group businesses may have approaches to Basel II modelling which may differ subject to the assumptions used. As the two model methodologies are aligned over time this may result in changes to the Bank's and Lloyds Banking Group's combined reported level of regulatory capital.

As at 30 June 2009, Lloyds Banking Group's core tier 1 ratio was 6.3 per cent. Lloyds Banking Group's possible accession to the GAPS together with the issuance of B Shares to HM Treasury would be expected to increase Lloyds Banking Group's core tier 1 capital ratio.

The Bank's and Lloyds Banking Group's ability to maintain their targeted and regulatory capital ratios could be affected by a number of factors, including its possible participation in the GAPS, net synergies and implementation costs following the Acquisition, the level of risk-weighted assets, post-tax profit and fair value adjustments following the Acquisition. In addition to the fair value adjustments, Lloyds Banking Group's core tier 1 ratio will be directly impacted by any shortfall in forecasted after-tax profit (which could result, most notably, from greater than anticipated asset impairments and/or adverse volatility relating to the insurance business).

Furthermore, under Basel II, capital requirements are inherently more sensitive to market movements than under previous regimes and capital requirements will increase if economic conditions or negative trends in the financial markets worsen. Any failure of the Bank and Lloyds Banking Group to maintain their minimum regulatory capital ratios could result in administrative actions or sanctions, which in turn may have a material adverse effect on the Bank's and Lloyds Banking Group's operating results, financial condition and prospects. A shortage of available capital would also affect the ability to continue organic growth or to pursue acquisition or other strategic opportunities.

The Bank's life assurance and general insurance businesses in the UK are subject to capital requirements prescribed by the FSA, and the Bank's life and general insurance companies outside the UK are subject to local regulatory capital requirements. In July 2007, the European Commission published a draft proposal for primary legislation to define broad "framework" principles for Solvency II, a fundamental review of the capital adequacy regime for the European insurance industry. Solvency II aims to establish a revised set of EU-wide capital requirements where the required regulatory capital will be dependent upon the risk profile of the entities, together with risk management standards, that will replace the current Solvency I requirements. At this early stage of development, it is not possible to predict the ultimate impact of this proposed regime on the Bank's capital. However, the final regime could significantly impact the regulatory capital the Bank's life assurance and general insurance businesses are required to hold."

Risk Factor 1.18 shall be replaced with the following:

1.18 *"The Bank could fail to attract or retain senior management or other key employees.*

The Bank's success depends on the ability and experience of its senior management and the senior management of the Company. The loss of the services of certain key employees, particularly to competitors, could have a material adverse effect on the Bank's results of operations, financial condition and prospects. In addition, as the Bank's and Lloyds Banking Group's businesses develop, both in the UK and in other jurisdictions, future success will depend on the ability to attract and retain highly skilled and qualified personnel, which cannot be guaranteed, particularly in light of the increased regulatory intervention in financial institutions and management compensation arrangements coming under government prescription. For example, in connection with Lloyds Banking Group's possible participation in the GAPS, the Company has provided certain undertakings to HM Treasury including in relation to remuneration policies for its employees - see Risk Factor 2.5. Depending on the nature of the remuneration policies agreed, staff retention and recruitment may become more difficult. In addition, failure to manage trade union relationships effectively may result in disruption to the business and its operations causing potential financial loss. The failure to attract or retain a sufficient number of appropriate personnel could significantly impede the Bank's financial plans, growth and other objectives and have a material adverse effect on their business, financial position and results of operations."

Risk Factors 2.3-2.7 shall be replaced with the following:

2.3 *"HM Treasury is the largest shareholder of the Company and its shareholding could increase. Through its shareholding in, and other relationships with, the Company, HM Treasury is in a position to exert significant influence over Lloyds Banking Group (including the Bank) and its business.*

HM Treasury currently owns 43.43 per cent. of the ordinary share capital of the Company. If all of the B Shares proposed to be issued to HM Treasury in connection with Lloyds Banking Group's possible participation in the GAPS (the "**B Shares**") were converted into Ordinary Shares in accordance with their terms, HM Treasury's shareholding in the Company would increase to 62.2 per cent. Furthermore, if Lloyds Banking Group does not participate in the GAPS, it may become necessary for Lloyds Banking Group to raise further capital. Any such capital raising could result in an increase in HM Treasury's shareholding in the Company.

HM Treasury announced on 7 March 2009 in connection with the GAPS that its potential increase in shareholding is to strengthen Lloyds Banking Group's capital resources and it informed Lloyds Banking Group that it did not envisage a change in the constructive relationship between HM Treasury and the Company's Board. However, no formal relationship agreement has been concluded between Lloyds Banking Group and the UK Government in respect of its shareholding in the Company and no specific measures are in place to ensure control is not abused by HM Treasury.

Accordingly, there is a risk that HM Treasury might seek to exert influence over Lloyds Banking Group and may disagree with the commercial decisions of Lloyds Banking Group, including over such matters as the implementation of synergies, commercial and consumer lending policies and management of Lloyds Banking Group's assets and/or business.

There is also a risk that, through its shareholding in the Company and/or through arrangements to be put in place in relation to Lloyds Banking Group's possible participation in the GAPS, the UK Government and HM Treasury may be able to influence Lloyds Banking Group in other ways that would have a material adverse effect on Lloyds Banking Group's business including, among other things, the election of directors, the appointment of senior management at the Company, staff remuneration policies, lending policies and commitments, management of Lloyds Banking Group's business, including in particular management of Lloyds Banking Group's assets, including its existing retail and corporate loan portfolios (whether or not such assets should become covered by the GAPS), significant corporate transactions and the issue of new ordinary shares. Shareholders may disagree as to whether an action opposed or supported by HM Treasury is in the best interests of Lloyds Banking Group generally. Furthermore, HM Treasury also has interests in other UK financial institutions and an interest in the health of the UK banking industry and other industries generally and those interests may not always be aligned with the commercial interests of Lloyds Banking Group or its shareholders.

In addition, under the Banking Act, substantial powers over Lloyds Banking Group's business, including the ability to take control of Lloyds Banking Group's business, have been granted to HM Treasury, the Bank of England and the FSA. There can be no assurance that, if economic conditions do not improve or deteriorate and/or if the financial position of Lloyds Banking Group does not improve or deteriorates, further UK Government intervention will not take place, including pursuant to the Banking Act. For a discussion of risks relating to the Banking Act see Risk Factor 1.20.

Depending on the level of the shareholdings acquired by HM Treasury in the Company and other financial institutions, further filings may have to be made to UK and non-UK competition and regulatory authorities. The nature and extent of those filings and the risks of conditions being sought by or imposed upon the UK Government in relation to its shareholdings cannot be reasonably estimated at this point.

2.4 *If Lloyds Banking Group does not participate in the GAPS, or the operation of the GAPS fails to have the desired effect on Lloyds Banking Group's financial and capital position, or the costs of participation outweigh the benefits, this could have a material adverse effect on Lloyds Banking Group's (including the Bank's) results of operations, financial condition and prospects.*

If Lloyds Banking Group participates in the GAPS on the terms announced on 7 March 2009, it is expected to pay a fee of £15.6 billion which HM Treasury would use to subscribe for non-voting, convertible B Shares in the Company. Participation in the GAPS would depend on the satisfaction of a number of conditions which may not be satisfied, including, among others, the completion of due diligence by (and to the satisfaction of) HM Treasury, the receipt of certain regulatory approvals (including European state aid clearance, see Risk Factor 2.6), the approval of the Company's board and a majority of the Company's independent shareholders (that is, shareholders excluding HM Treasury), finalisation of the terms of the GAPS and Lloyds Banking Group's participation therein and the satisfaction by Lloyds Banking Group of application criteria and asset eligibility criteria. If these conditions are not satisfied or waived by HM Treasury, then Lloyds Banking Group may be unable to participate in the GAPS and therefore not be able to avail itself of the protections contemplated by the GAPS and Lloyds Banking Group would be at risk of having insufficient capital to meet its minimum regulatory capital requirements.

Even if Lloyds Banking Group does participate in the GAPS, there can be no assurance that such participation would enable it to achieve the stated goals of the GAPS. While the GAPS would be expected to improve Lloyds Banking Group's capital ratios and limit losses to Lloyds Banking Group in respect of the assets to be covered by the GAPS, Lloyds Banking Group would remain fully exposed in respect of an expected 'first loss' amount of up to £25 billion (after taking into account historic impairments and write-downs), although this amount has not yet been finalised and could increase as the terms of the GAPS are negotiated and finalised, and would also be exposed to 10 per cent. of losses exceeding that 'first loss' amount. There is also a risk that even if Lloyds Banking Group does participate in the GAPS it may not include sufficient, or the most appropriate, assets within the GAPS and it is possible, in particular if economic conditions deteriorate, that the first loss amount may be incurred more quickly than in the absence of such deterioration and that it would have been more beneficial for Lloyds Banking Group to include additional or different assets within the GAPS. Accordingly, Lloyds Banking Group may suffer losses, write-downs or impairments which could have been avoided by the inclusion of additional or different assets within the GAPS and such events might occur more rapidly than if additional or different assets had been included. In addition, Lloyds Banking Group would continue to be exposed to the risk of losses, impairments and write-downs with respect to assets not covered by the GAPS.

There can be no assurance that the increased core tier 1 capital Lloyds Banking Group would receive in connection with HM Treasury's subscription of B Shares in connection with Lloyds Banking Group's possible participation in the GAPS, as outlined above, would be sufficient to maintain Lloyds Banking Group's capital ratios in the event of further losses, write-downs or impairments which could necessitate further capital raising, which may not be available from HM Treasury or at all on terms favourable to Lloyds Banking Group, and/or could cause Lloyds Banking Group's solvency to deteriorate, the business, results of operations and/or financial condition of Lloyds Banking Group (including the Bank) to suffer, its credit ratings to drop substantially, its ability to access funding to be seriously limited and its cost of funding to increase.

Additionally, Lloyds Banking Group would be subject to significant operational restrictions and obligations if it participates in the GAPS. These additional restrictions and obligations may include, without limitation, requirements relating to monitoring, reporting, data provision and designated personnel for the assets that would be covered by the GAPS, and restrictions on the disposal of, or the creation of encumbrances on, such assets. The operation of the GAPS may also limit the flexibility of Lloyds Banking Group to manage such assets. Such limited flexibility could have an effect on Lloyds Banking Group's asset management, such as decisions relating to restructuring loans or making further advances. Further, the assets that would be covered by the GAPS may become subject to the supervision, oversight or direct management of HM Treasury in certain circumstances. The documentation in relation to Lloyds Banking Group's possible participation in the GAPS is not finalised as at the date of this document and Lloyds Banking Group may, as a result, become subject to, without limitation, more serious restrictions and obligations, conditions and/or increased fees in relation thereto. The nature and extent of restrictions and obligations which would be imposed by the GAPS if Lloyds Banking Group accedes could have a material adverse effect on Lloyds Banking Group's (including the Bank's) results of operations, financial condition and prospects.

Lloyds Banking Group would incur costs in relation to its possible participation in the GAPS including the payment of the £15.6 billion fee and the costs of compliance with the aforementioned operational restrictions and obligations and there can be no assurance that, depending on future economic conditions, these costs will not outweigh any benefits received.

2.5 *The Company has agreed to certain undertakings with HM Treasury in relation to the operation of its business, including compensation arrangements for employees and the business of the Bank, in connection with the placing and open offers by the Company in November 2008 and May 2009 and as part of its possible participation in the GAPS. The implications of some of these undertakings remain unclear and they could have a material adverse effect on the Bank's results of operations, financial condition and prospects.*

In connection with HM Treasury's participation in the placing and open offers in November 2008 and May 2009 and as part of its possible participation in the GAPS, the Company provided certain undertakings aimed at ensuring that the acquisition by HM Treasury of the Company's shares and the participation of Lloyds Banking Group in the UK Government funding scheme as part of its support for the banking industry is consistent with the European state aid clearance. The state aid rules aim to prevent companies from being given an artificial or unfair competitive advantage as a result of governmental assistance. It is Lloyds Banking Group's understanding that the undertakings are also aimed at supporting certain objectives of HM Treasury in providing assistance to the UK banking industry. These undertakings include (i) supporting UK Government policy in relation to mortgage lending and lending to businesses through to February 2011, (ii) regulating the remuneration of management and other employees; and (iii) regulating the rate of growth of Lloyds Banking Group's balance sheet. There is a risk that these undertakings or any further requirements introduced by HM Treasury could have a materially adverse effect on the operations of Lloyds Banking Group or the Bank.

In addition, Lloyds Banking Group has undertaken to HM Treasury to increase lending by £14 billion in the twelve months commencing 1 March 2009 to support UK businesses (£11 billion) and homeowners (£3 billion), and to maintain in the 12 months commencing 1 March 2010 similar levels of lending as in the 12 months commencing 1 March 2009, subject to adjustment of the lending commitments by agreement with HM Treasury and the Department for Business, Innovation and Skills to reflect circumstances at the start of the 12 month period commencing 1 March 2010. This additional lending in 2009 and 2010 will be subject to Lloyds Banking Group's prevailing commercial terms and conditions (including pricing and risk assessment) and, in relation to mortgage lending, Lloyds Banking Group's standard credit and other acceptance criteria. This commitment could, however, limit the operational flexibility of Lloyds Banking Group (including the Bank).

Finally, the B Shares which would be issued to HM Treasury are expected to carry a dividend of the greater of 7 per cent. of the issue price per annum and 125 per cent. of the dividend on Ordinary Shares. These non-cumulative dividends would be paid semi-annually at the discretion of the Board or a committee thereof. These dividends would be paid in priority to the payment of any dividends on any other class of ordinary share capital of the Company.

2.6 *The aid given and proposed to be given by HM Treasury to Lloyds Banking Group is subject to European state aid review. The outcome of this review is uncertain at this stage and may involve the prohibition of some elements of the aid, the requirement for Lloyds Banking Group to repay the aid or the imposition of conditions on Lloyds Banking Group that may be materially adverse to its interests.*

As a result of Lloyds Banking Group's placing and open offer in November 2008 and HM Treasury's credit guarantee scheme, which was announced on 8 October 2008, Lloyds Banking Group is required to cooperate with HM Treasury to submit a forward plan to the European Commission setting out Lloyds Banking Group's plans to restructure and return to a position of viability in which it no longer relies on state aid.

HM Treasury has submitted a forward plan for Lloyds Banking Group to the European Commission and negotiations are now continuing between HM Treasury, Lloyds Banking Group and the European Commission with a view to agreeing the final contents of this forward plan. As part of its review of this plan, the European Commission will consider whether the plan demonstrates that Lloyds Banking Group's long term viability will be assured, that Lloyds Banking Group makes a sufficient contribution to the costs of its restructuring and that measures are taken to limit distortions of competition arising from the aid to Lloyds Banking Group. The European Commission may decide that conditions that are materially adverse to Lloyds Banking Group's interests are required to ensure that these criteria are satisfied. While Lloyds Banking Group is uncertain as to which conditions might be imposed, they might include, without limitation: (i) significant reductions in the size of Lloyds Banking Group's balance sheet through divestments (including potentially of parts of its UK retail banking businesses) and the exit from certain businesses beyond those that Lloyds Banking Group would have otherwise planned to effect, and/or (ii) behavioural restrictions. Lloyds Banking Group does not know what behavioural restrictions will be imposed in its case, but they may include, without limitation, a prohibition on doing business on more favourable terms than other market participants, including not being among the most competitive product providers in the markets, or segments of markets, in which Lloyds Banking Group operates. They might also include restrictions on paying dividends or coupons to holders of subordinated debt, or on making acquisitions in, or expanding into, other EU markets, or on the overall number of branches in the UK. However, this list is not exhaustive.

Lloyds Banking Group's possible participation in the GAPS would also require European state aid clearance. There are two aspects to the European Commission's review of the GAPS. First, clearance must be obtained for the terms on which Lloyds Banking Group would participate in the GAPS. Second, clearance would need to be obtained for Lloyds Banking Group's ongoing participation in the GAPS based on its forward plan. Lloyds Banking Group may accede to the GAPS following that initial clearance and prior to the European Commission's final approval of Lloyds Banking Group's forward plan. Accordingly, at such time there would likely be significant uncertainty as to whether clearance for Lloyds Banking Group's ongoing participation would be obtained and, if so, what conditions would be attached to such clearance.

It is possible that the terms of any participation in the GAPS will not receive European state aid clearance, or that such terms may need to be changed either prior to or after any accession to the GAPS by Lloyds Banking Group (including, without limitation, the fee payable by Lloyds Banking Group, the 'first loss' amount and Lloyds Banking Group's exposure to losses exceeding the 'first loss' amount, or the terms of the B Shares to be issued by the Company to HM Treasury) in order to obtain clearance for the terms of Lloyds Banking Group's possible participation in the GAPS. Any such changes may be materially adverse to the interests of Lloyds Banking Group.

In order to secure approval for any ongoing participation in the GAPS, the European Commission will continue to negotiate the contents of Lloyds Banking Group's forward plan with HM Treasury and Lloyds Banking Group. The plan which is being negotiated with the European Commission addresses Lloyds Banking Group's possible participation in the GAPS and the other state aid that Lloyds Banking Group has already received, including the placing and open offer in November 2008 and the credit guarantee scheme. The European Commission's review of this plan may result in additional requirements being imposed on Lloyds Banking Group as conditions of any continued participation in the GAPS, beyond those that it would impose on Lloyds Banking Group as a result of its participation in the placing and open offer in November 2008 and the credit guarantee scheme. Any such conditions may therefore result in substantially larger divestments and business exits than would be required if Lloyds Banking Group did not participate in the GAPS. In particular, it is likely that if Lloyds Banking Group participates in the GAPS, the

European Commission would require the final forward plan to include a commitment to make divestments affecting Lloyds Banking Group's UK retail banking business to address the European Commission's concerns about distortions of competition arising from state aid to Lloyds Banking Group. Any such divestment could be materially adverse to the interests of Lloyds Banking Group, but at this stage no agreement has been reached on how large a divestment would be required if Lloyds Banking Group were to participate in the GAPS.

In the event that the terms of any participation in the GAPS are approved by the European Commission prior to its approval of Lloyds Banking Group's forward plan and Lloyds Banking Group accedes to the GAPS but the European Commission decides not to approve its forward plan and ongoing participation in the GAPS, Lloyds Banking Group's participation in the GAPS may need to be terminated and Lloyds Banking Group may be required to repay to HM Treasury any amounts already received pursuant to the GAPS. It is not clear how such termination would be effected, nor whether Lloyds Banking Group would receive all or part of the fee expected to be paid to HM Treasury for participation in the GAPS back in such circumstances. Further, it is not clear whether such termination might also require the unwinding of the issue of the B Shares or, if not, whether such termination might result in HM Treasury deciding to convert the B Shares into ordinary shares of the Company earlier than it might otherwise have done. This could have significant adverse effects on the capital and funding position of Lloyds Banking Group and could therefore lead to the need for Lloyds Banking Group to raise additional capital, which may not be available from HM Treasury or at all on terms favourable to Lloyds Banking Group, to continue to satisfy regulatory requirements.

2.7 *HM Treasury's acquisition of its shareholding in the Company, the Acquisition, any further increase in HM* Treasury's *shareholding in the Company, including through the issue or conversion of any B Shares, or the aggregation of HM Treasury's interests with that of certain other shareholders could lead to Lloyds Banking Group suffering adverse tax consequences.*

Certain Lloyds Banking Group companies (including the Bank) have material tax losses and reliefs which they anticipate carrying forward to reduce tax payable in the future. If HM Treasury's acquisition of its shareholding in the Company, the Acquisition, any further increase in HM Treasury's shareholding in the Company, including through the issue or conversion of any B Shares in connection with Lloyds Banking Group's possible participation in the GAPS, or the aggregation of HM Treasury's interests with that of other shareholders holding 5 per cent. or more, is coupled with the occurrence of certain specified events, there would, in the case of legacy HBOS Group companies, and could, in the case of legacy Lloyds TSB Group companies, be restrictions on the ability to utilise these losses and reliefs. Such restrictions could affect the post-tax profitability and capital position of Lloyds Banking Group. The Company considers that it will be able to conduct its business, and the business of Lloyds Banking Group, in a manner which avoids the occurrence of these specified events, however, the ability to do so cannot be predicted with any certainty at the date of this document."

Recent Developments

The following paragraph shall be added to the section entitled "Recent Developments", as set out on pages 4-5 of the 12 August Supplementary Prospectus:

- "On 18 September 2009, the Company published an announcement (the "**GAPS Update Announcement**") regarding its proposed participation in the GAPS and outlining that it is considering possible alternatives to entering into the GAPS. A copy of the GAPS Update Announcement has been filed with the Financial Services Authority and the GAPS Update Announcement is incorporated by reference in, and forms part of, this Prospectus."

Directors

The sub-section entitled “Directors” on pages 108 to 109 of the Prospectus, in the section entitled “Lloyds TSB Bank Group”, as amended and restated by the 12 August Supplementary Prospectus, shall be deemed to be deleted and replaced with the following:

“Directors

The directors of the Bank, the business address of each of whom is 25 Gresham Street, London EC2V 7HN, England, and their respective principal outside activities, where significant to the Bank, are as follows:

Name	Principal outside activities
Sir Win Bischoff Chairman	A non-executive director of the McGraw-Hill Companies, Inc and Eli Lilly and Company. Chairman of the UK Career Academy Foundation.
Lord Leitch Deputy Chairman	Chairman of Scottish Widows. Chairman of the Government’s Review of Skills and deputy chairman of the Commonwealth Education Fund. Chairman of BUPA and Intrinsic Financial Services and a non-executive director of Paternoster.
Executive directors	
J. Eric Daniels Group Chief Executive	A non-executive director of BT Group.
Archie G. Kane Group Executive Director, Insurance	Chairman of the Association of British Insurers and a member of the Chancellor’s Financial Services Global Competitiveness Group, The Takeover Panel and the Chancellor’s Insurance Industry Working Group.
G. Truett Tate Group Executive Director, Wholesale	A non-executive director of BritishAmerican Business Inc. A director of Business in the Community and a director and trustee of In Kind Direct.
Tim J.W. Tookey Group Finance Director	None.
Helen A. Weir CBE Group Executive Director, Retail	A member of the Said Business School Advisory Board.
Non-executive directors	
Wolfgang C.G. Berndt	A non-executive director of Cadbury, GfK AG and MIBA AG.
Philip N. Green *	Chief Executive of United Utilities. A director of Business in the Community and the UK Commission for Employment and Skills. A trustee of the Philharmonia Orchestra.
Sir Julian Horn-Smith	A non-executive director of De La Rue, Digicel Group and Emobile (Japan), a member of the Altimo International advisory board and a senior adviser to UBS and CVC Capital Partners in relation to the global telecommunications sector.

Name	Principal outside activities
Sir David Manning GCMG CVO	A non-executive director of BG Group and Lockheed Martin UK Holdings.
**Carolyn J. McCall OBE ** **	Group chief executive of Guardian Media Group. A director of Business in the Community.
T. Timothy Ryan Jr	President and chief executive of the Securities Industry and Financial Markets Association. A director of the US-Japan Foundation, Great-West Life Annuity Insurance Co. and Putnam Investment and a member of the Global Markets Advisory Committee for the National Intelligence Council.
Martin A. Scicluna	Chairman of Great Portland Estates. A member of the council of Leeds University and a governor of Berkhamsted School.
Anthony Watson CBE	A non-executive director of Hammerson, Vodafone and Witan Investment Trust and chairman of Marks and Spencer Pension Trust, Asian Infrastructure Fund and Lincoln's Inn investment committee.

Notes:

* Philip Green will retire from the board on 23 October 2009.

** Carolyn McCall will stand down from the board at the end of 2009.

None of the directors of the Bank have any actual or potential conflict between their duties to the Bank and their private interests or other duties as listed above."

The Bank will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Prospectus. Written or oral requests for such documents should be directed to the Bank at its principal office at 25 Gresham Street, London, EC2V 7HN, as described on page 7 of the Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

An investor should be aware of its rights arising pursuant to Section 87Q(4) of the FSMA.