



Lloyds TSB Bank plc

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

Note, Certificate and Warrant Programme

This Supplement (the “**Supplement**”) to the prospectus dated 20 April 2012 (as supplemented by supplementary prospectuses dated 11 May and 28 August 2012), which constitutes a base prospectus (the “**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 Note, Certificate and Warrant 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 the documents incorporated by reference therein. Capitalised terms used in this Supplement but not defined herein shall have the meanings ascribed to them in the Prospectus.

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

Purpose of this Supplement

The purpose of this Supplement is to:

- (i) incorporate by reference into the Prospectus the Q3 2012 Interim Management Statement (as defined in this Supplement), which was published via RNS on 1 November 2012; and
- (ii) amend the governmental, legal or arbitration proceedings statements of the Bank and Lloyds TSB Bank Group contained within the section entitled “General Information”,

each as described in further detail below.

Documents Incorporated by Reference

By virtue of this Supplement, the Q3 2012 Interim Management Statement of Lloyds Banking Group plc (the “**Q3 2012 Interim Management Statement**”) for the nine months ended 30 September 2012, which has previously been filed with the Financial Services Authority, shall be deemed to be incorporated in, and form part of, the Prospectus.

Any documents themselves incorporated by reference in the Q3 2012 Interim Management Statement shall not form part of the Prospectus.

General Information

Save as disclosed in (i) the sub-section entitled “Payment protection insurance” of the section entitled “Provisions for liabilities and charges” as set out in note 15 to the Bank’s 2012 Half-Year Management Report on pages 30 and 31 of the Bank’s 2012 Half-Year Management Report and the sub-section entitled “Provision relating to legacy Payment Protection Insurance business (PPI)” on page 12 of the Q3 2012 Interim Management Statement; (ii) the sub-section entitled “Litigation in relation to the insurance branch business in Germany” of the section entitled “Recent Developments” as set out on page 3 of the Supplementary Prospectus dated 28 August 2012 and the sub-section entitled “Provision in relation to German insurance business litigation” on page 12 of the Q3 2012 Interim Management Statement; and (iii) the sub-sections entitled “Interchange fees”, “Interbank offered rate setting investigations” and “Shareholder complaints” of the section entitled “Contingent liabilities and commitments” as set out in note 16 to the Bank’s 2012 Half-Year Management Report on pages 32 and 33 of the Bank’s 2012 Half-Year Management Report, there are no governmental, legal or arbitration proceedings (including any such proceedings pending or threatened of which the Bank is aware) during the 12 months preceding the date of this Prospectus, which may have or have had in the recent past, significant effects on the financial position or profitability of the Bank or Lloyds TSB Bank Group.

The Bank will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Prospectus. Written or oral requests for such documents should be directed to the Bank at its principal office at 25 Gresham Street, London, EC2V 7HN. Copies of all documents incorporated by reference in this Supplement can also be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html.

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

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

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