Lloyds Banking Group plc
Form 424B5
January 30, 2013

The information in this preliminary pricing supplement is not complete and may be changed. A registration statement relating to the securities has been filed with the Securities and Exchange Commission. This preliminary pricing supplement is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale of securities is not permitted.

Subject to Completion, dated January 30, 2013 Filed Pursuant
Preliminary Pricing Supplement No. 34 Registration Nos. 333-167844 an
(To Prospectus Supplement dated June 6, 2011 and Prospectus dated December 22, 2010)

US $_____________

Lloyds TSB Bank plc
fully and unconditionally guaranteed by
Lloyds Banking Group plc

Senior Callable Steepener Notes Linked to the Difference Between CMS30 and CMS5 due February 22, 2033
Medium-Term Notes, Series A

- The Senior Callable Steepener Notes Linked to the Difference Between CMS30 and CMS5 due February 22, 2033, Medium-Term Notes, Series A (each a "Note" and collectively, the "Notes") are senior unsecured obligations of Lloyds TSB Bank plc (the "Issuer") and are fully and unconditionally guaranteed by Lloyds Banking Group plc (the "Guarantor"). Repayment of principal at maturity and all payments of interest on the Notes are subject to the creditworthiness of Lloyds TSB Bank plc, as the Issuer, and Lloyds Banking Group plc, as the Guarantor of the Issuer's obligations under the Notes.
- The Notes will mature on February 22, 2033. At maturity, if the Notes have not been previously redeemed, you will be entitled to receive for each unit of your Notes a cash payment equal to 100% of the principal amount of the Notes, plus any accrued and unpaid interest.
- We may redeem all, but not less than all, of the Notes on February 22, 2017, and on each subsequent interest payment date, provided we give at least 5 business days' prior written notice to each holder of Notes, the trustee and The Depository Trust Company ("DTC"). The redemption price that you will be entitled to receive upon redemption will be 100% of the principal amount of the Notes, together with any accrued and unpaid interest to, but excluding, the date on which we exercise our redemption option.
- Interest will be paid quarterly on the 22nd day of each February, May, August and November, commencing on May 22, 2013 and ending on the maturity date or upon early redemption (as described below). If such day is not a business day, then payment will be made on the next business day, and no additional interest will accrue with respect to such delayed payment.
- For each Interest Period commencing on or after the Issue Date to and including the Interest Period ending on February 22, 2014 (each, an "Initial Interest Rate Interest Period"), the per annum interest rate will be equal to the Initial Interest Rate of 10.00% per annum.
- For each Interest Period commencing on or after February 22, 2014 (each, a "Steepener Rate Interest Period"), the per annum interest rate applicable to such period will be equal to the product of (1) the Multiplier and (2) an amount equal to the applicable CMS30/CMS5 Spread minus the Strike, subject to the Minimum Interest Rate of 0.00% per annum and the Maximum Interest Rate of 9.00% per annum. The Multiplier is equal to 4.25, and the Strike is equal to 0.50. The CMS30/CMS5 Spread for any Steepener Rate Interest Period is equal to CMS30 (as defined on PS-3 of this pricing supplement) for such Interest Period minus CMS5 (as defined on PS-3 of this pricing supplement) for such Steepener Rate Interest Period.
- The Notes are to be issued in minimum denominations of $1,000 and multiples of $1,000 thereafter.
- The Notes will not be listed or displayed on any securities exchange or quotation system.

- In connection with this offering, Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S") will act as the selling agent (the "Selling Agent").
- We will deliver the Notes in book-entry form only through DTC on or about February 22, 2013 (the "Issue Date") against payment in immediately available funds.
- The CUSIP number for the Notes is 5394E8BN8 and the ISIN number for the Notes is US5394E8BN86.

The Notes:

Are Not FDIC Insured	Are Not Bank Guaranteed	May Lose Value

Investing in the Notes involves significant risks. See "Risk Factors" beginning on page S-2 of the prospectus supplement and "Risk Factors" beginning on page PS-6 of this pricing supplement.

The Notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

None of the Securities and Exchange Commission, any state securities commission and any other regulatory body has approved or disapproved of these Notes or passed upon the adequacy or accuracy of this pricing supplement, the accompanying prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Note	Total
Price to Public (1) (2)	At variable prices	$
Selling Agent's Commission (3)	$	$
Proceeds to Lloyds TSB Bank plc (4)	$	$

(1) The Notes will be offered from time to time in one or more negotiated transactions at varying prices to be determined at the time of each sale, which may be at prevailing market prices, at prices related to such prevailing prices, or at negotiated prices; provided, however, that such price will not be less than $940.00 per $1,000.00 principal amount of the notes or more than $1,000.00 per $1,000.00 principal amount of the Notes. See "Risk Factors—The price you pay for the Notes may be higher than the prices other investors pay for the Notes." on page PS-6 of this pricing supplement.

(2) The proceeds you might expect to receive if you were able to resell the Notes on the Issue Date are expected to be less than the price you paid for the Notes. This is because the price you paid for the Notes includes the Selling Agent's commission set forth above and also reflects certain hedging costs associated with the Notes. For additional information, see "Risk Factors—The price you pay for the Notes has certain built-in costs, including the Selling Agent's commission and our cost of hedging, both of which are expected to be reflected in secondary market prices" on page PS-6 of this pricing supplement and "Supplemental Plan of Distribution" on page PS-16 of this pricing supplement.

(3) The Selling Agent will receive commissions from the Issuer of up to $60.00 per $1,000.00 principal amount of the Notes, or up to $ of the aggregate principal amount of the Notes, and may retain all or a portion of these commissions or use all or a portion of these commissions to pay selling concessions or fees to other dealers. See

"Supplemental Plan of Distribution" beginning on page PS-16 of this pricing supplement.

(4) The Issuer will receive proceeds of at least $940.00 per $1,000.00 principal amount of the Notes, or at least $ of the aggregate principal amount of the Notes. See "Supplemental Plan of Distribution" beginning on page PS-16 of this pricing supplement.

BofA Merrill Lynch
February , 2013

SUMMARY OF TERMS

· Title of the Series:	Senior Callable Steepener Notes Linked to the Difference Between CMS30 and CMS5 due February 22, 2033
· Issuer:	Lloyds TSB Bank plc
· Guarantor:	Lloyds Banking Group plc
· Interest Rate Type:	Fixed-to-Floating Rate
· Aggregate Principal Amount:	US$
· Denominations:	Minimum denominations of US$1,000 and multiples of US$1,000 thereafter.
· Issue Price:	At variable prices
· Expected Trade Date:	February [15], 2013
· Issue Date:	February 22, 2013
· Maturity Date:	February 22, 2033, subject to redemption at the option of the Issuer (as set forth below)
· Business Day:	New York and London, following, unadjusted
· Redemption at the Option of the Issuer:	We may redeem all, but not fewer than all, of the Notes at the Redemption Price set forth below, on any Interest Payment Date on or after February 22, 2017, provided we give at least 5 business days' prior written notice to each holder of Notes, the trustee and DTC. If we exercise our redemption option, the Interest Payment Date on which we so exercise it will be referred to as the "Early Redemption Date," which will be the date the Redemption Price will become due and payable and on which payments of interest will cease to accrue.
· Redemption Price:	If we exercise our redemption option, you will be entitled to receive on the Early Redemption Date 100% of the principal amount together with any accrued and unpaid interest to but excluding the Early Redemption Date.
· Day-Count Convention:	30/360
· Ranking:	The Notes will constitute our direct, unconditional, unsecured and unsubordinated obligations ranking pari passu, without any preference among themselves, with all our other outstanding unsecured and unsubordinated obligations, present and future, except such obligations as are preferred by operation of law.
· Guarantee:	The Notes are fully and unconditionally guaranteed by the Guarantor. The Guarantee will constitute the Guarantor's direct, unconditional, unsecured and unsubordinated obligations ranking pari passu with all of the Guarantor's other outstanding unsecured

and unsubordinated obligations, present and future, except such obligations as are preferred by operation of law.

- Payment at Maturity: 100% repayment of principal, plus any accrued and unpaid interest, at maturity or upon early redemption. Repayment of principal at maturity or upon early redemption and all payments of interest are subject to the creditworthiness of Lloyds TSB Bank plc, as the Issuer, and Lloyds Banking Group plc, as the Guarantor of the Issuer's obligations under the Notes.

· Interest Rate:	For each Interest Period commencing on or after the Issue Date to and including the Interest Period ending on February 22, 2014 (each, an "Initial Interest Rate Interest Period"), the per annum interest rate will be equal to the Initial Interest Rate. For each Interest Period commencing on or after February 22, 2014 (each, a "Steepener Rate Interest Period"), the per annum interest rate applicable to such period (the "Steepener Rate") will be equal to the product of (1) the Multiplier and (2) an amount equal to the applicable CMS30/CMS5 Spread minus the Strike, subject to the Minimum Interest Rate of 0.00% per annum and the Maximum Interest Rate of 9.00% per annum.
· Initial Interest Rate:	10.00% per annum
· CMS Rates:	The CMS Rate, expressed as a percentage, with a maturity of 30 years ("CMS30") and the CMS Rate, expressed as a percentage, with a maturity of 5 years ("CMS5"), which appears on Reuters ISDAFIX3 page (the "ISDAFIX3 Page") as of 11:00 a.m., New York City time, on the relevant Interest Determination Date, subject to the provisions set forth under "CMS Rates—Unavailability of CMS Rates" in this pricing supplement.
· Strike:	0.50
· Multiplier:	4.25
· CMS30/CMS5 Spread:	With respect to any Steepener Rate Interest Period, CMS30 for such Steepener Rate Interest Period minus CMS5 for such Steepener Rate Interest Period
· Maximum Interest Rate:	9.00% per annum
· Minimum Interest Rate:	0.00% per annum
· Interest Payment Dates:	Quarterly, payable in arrears on the 22nd day of each February, May, August and November, commencing on May 22, 2013, and ending on the Maturity Date or the Early Redemption Date, if applicable. If such day is not a business day, then payment will be made on the next business day, and no additional interest will accrue with respect to such delayed payment.
· Interest Periods:	The first period will begin on, and will include, the Issue Date and end on, but exclude, the first Interest Payment Date. Each subsequent Interest Period will begin on, and include, the Interest Payment Date for the preceding Interest Period and end on, but exclude, the next following Interest Payment Date. The final Interest Period will end on, but exclude, the Maturity Date (or the Early Redemption Date, if applicable).
· Interest Reset Dates:	For each Interest Period commencing on or after February 22, 2014, the first day of such Interest Period
· Interest Determination	The second U.S. Government Securities Business Day prior to the

Dates:	relevant Interest Reset Date
· U.S. Government Securities Business Day:	Any day, other than a Saturday, Sunday, or a day on which the Securities Industry and Financial Markets Association (or any successor thereto) recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.
· Payment Determination:	The Paying Agent will calculate the amount you will be entitled to receive on each Interest Payment Date, at maturity or upon early redemption, if applicable. For each Interest Determination Date, the Calculation Agent will cause to be communicated to us, the trustee and the Paying Agent, the relevant Interest Rate. The Paying Agent will calculate the amount you will be entitled to receive on each Interest Payment Date, at maturity or upon early redemption, if applicable, using the Interest Rate as so provided.
· Record Dates:	Interest will be paid to holders of record of each Note in respect of the principal amount thereof outstanding as of 15 days preceding the relevant Interest Payment Date.
· No Survivor's Option:	Holders of the Notes will NOT have the right to require us to redeem their Notes following the death of the beneficial owner.
· Tax Redemption:	Following the occurrence of one of certain tax law changes that would require the Issuer or the Guarantor to pay additional amounts and in other limited circumstances as described under "Description of the Notes and the Guarantees—Redemption for Tax Reasons" in the prospectus supplement and "Description of Debt Securities—Redemption" in the prospectus, the Issuer may redeem, all, but not fewer than all, of the Notes prior to maturity.
· Repayment at the Option of Holder:	None
· Settlement and Clearance:	DTC; Book-entry
· Listing:	The Notes will not be listed or displayed on any U.S. securities exchange or quotation system.
· Calculation Agent:	Merrill Lynch Capital Services
· Trustee and Paying Agent:	The Bank of New York Mellon, acting through its London Branch
· Governing Law:	New York

ABOUT THIS PRICING SUPPLEMENT

Unless otherwise defined herein, terms used in this pricing supplement are defined in the accompanying prospectus supplement or in the accompanying prospectus. As used in this pricing supplement:

- "we," "us," "our," the "Issuer" and "Lloyds Bank" mean Lloyds TSB Bank plc;
- "LBG" and "Guarantor" mean Lloyds Banking Group plc;
- "Notes" refers to the Senior Callable Steepener Notes Linked to the Difference Between CMS30 and CMS5 due February 22, 2033, Medium-Term Notes, Series A, together with the related Guarantee, unless the context requires otherwise; and
- "SEC" refers to the Securities and Exchange Commission.

LBG and Lloyds Bank have filed a registration statement (including a prospectus) with the SEC for the offering to which this pricing supplement relates. Before you invest, you should read this pricing supplement together with the accompanying prospectus dated December 22, 2010 (the "prospectus") in that registration statement and other documents, including the more detailed information contained in the accompanying prospectus supplement dated June 6, 2011 (the "prospectus supplement"), that LBG and Lloyds Bank have filed with the SEC for more complete information about Lloyds Bank and LBG and this offering.

This pricing supplement, together with the prospectus supplement and the prospectus, contains the terms of the Notes and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours.

If the information in this pricing supplement differs from the information contained in the prospectus supplement or the prospectus, you should rely on the information in this pricing supplement.

You may access these documents for free by visiting EDGAR on the SEC website at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- the prospectus supplement dated June 6, 2011 and the prospectus dated December 22, 2010 can be accessed at the following hyperlink:

Prospectus Supplement dated June 6, 2011 and Prospectus dated December 22, 2010

Our Central Index Key, or CIK, on the SEC website is 1167831.

Alternatively, LBG, Lloyds Bank, the Selling Agent, any underwriter or any dealer participating in the offering will arrange to send you the prospectus, prospectus supplement and pricing supplement if you request them by calling your MLPF&S sales representative, such dealer or toll free 1-800-294-1322. A copy of these documents may also be obtained from MLPF&S by writing to them at 100 West 33rd Street, 3rd Floor, New York, NY 10001, attention: Syndicate Operations or by e-mail to dg.prospectus_requests@baml.com.

You should rely only on the information provided or incorporated by reference in this pricing supplement, the prospectus supplement and the prospectus. We have not authorized anyone to provide you with different information, and we take no responsibility for any other information that others may give you. We and MLPF&S are offering to sell the Notes and seeking offers to buy the Notes only in jurisdictions where it is lawful to do so. Each of this pricing supplement, the prospectus supplement and the prospectus is current only as of its respective date.

RISK FACTORS

Your investment in the Notes involves significant risks. Your decision to purchase the Notes should be made only after carefully considering the risks of an investment in the Notes, including those discussed below and in the section entitled "Risk Factors" beginning on page S-2 of the prospectus supplement, with your advisers in light of your particular circumstances. The Notes are not an appropriate investment for you if you are not knowledgeable about significant elements of the Notes or financial matters in general. We also urge you to consult with your investment, legal, accounting, tax, and other advisers before you invest in the Notes.

The credit risk of Lloyds Bank and LBG and their credit ratings and credit spreads may adversely affect the value of the Notes. You are dependent on Lloyds Bank's ability to pay all amounts due on the Notes, and therefore you are subject to the credit risk of Lloyds Bank and to changes in the market's view of Lloyds Bank's creditworthiness. In addition, because the Notes are fully and unconditionally guaranteed by Lloyds Bank's parent company, LBG, you are dependent on the credit risk of LBG in the event that Lloyds Bank fails to make any payment or delivery required by the terms of the Notes. If Lloyds Bank and LBG were to default on their respective payment obligations, you may not receive any amounts owed to you under the Notes and you could lose your entire investment. The credit ratings of Lloyds Bank and LBG are an assessment by rating agencies of their ability to pay their obligations, including those under the Notes. Any actual or anticipated decline in Lloyds Bank's and LBG's credit ratings, or increase in the credit spreads charged by the market for taking credit risk, is likely to adversely affect the value of the Notes. However, because the return on the Notes is dependent upon factors in addition to Lloyds Bank's and LBG's credit ratings, an improvement in their credit ratings will not necessarily increase the value of the Notes and will not reduce market risk and other investment risks related to the Notes.

The Notes will be subject to early redemption at our option. We may redeem the Notes prior to the Maturity Date on any quarterly Interest Payment Date, beginning on February 22, 2017. In addition, we have the right to redeem the Notes following the occurrence of one of certain tax law changes that would require the Issuer or the Guarantor to pay additional amounts and in other limited circumstances as described under "Description of the Notes and the Guarantees—Redemption for Tax Reasons" in the prospectus supplement and "Description of Debt Securities—Redemption" in the prospectus. If you intend to purchase the Notes, you must be willing to have your Notes redeemed early. We are generally more likely to redeem the Notes during periods when we expect that interest will accrue on the Notes at a rate that is greater than that which we would pay on our traditional interest-bearing deposits or debt securities having a maturity equal to the remaining term of the Notes. In contrast, we are generally less likely to redeem the Notes during periods when we expect interest to accrue on the Notes at a rate that is less than that which we would pay on those instruments. If we redeem the Notes prior to the Maturity Date, accrued interest will be paid on the Notes prior to such early redemption, but you will not receive any future interest payments from the Notes redeemed and you may be unable to reinvest your proceeds from the redemption in an investment with a return that is as high as the return on the Notes would have been if they had not been redeemed.

The price you pay for the Notes has certain built-in costs, including the Selling Agent's commission and our cost of hedging, both of which are expected to be reflected in secondary market prices. In determining the economic terms of the Notes, and consequently the potential return on the Notes to you, we have taken into account compensation to the Selling Agent for distributing the Notes, which is reflected in the Selling Agent's commission described on the cover of this pricing supplement, as well as certain costs associated with hedging the obligations under the Notes. The price you pay for the Notes reflects these factors. As a result, the value of the Notes on the Issue Date is expected to be less than the price you paid for the Notes. Assuming no change in market conditions or any other relevant factors, the price, if any, at which the Selling Agent or another purchaser may be willing to purchase the Notes in secondary market transactions will likely be less than the price you paid for the Notes. This is due, among other things, to the fact that the price you paid for the Notes includes, and secondary market prices are likely to exclude, the Selling Agent's commission with respect to the Notes. A profit may be realized from the hedging activity even if investors do not receive a favorable investment return under the terms of the Notes or in any secondary market transaction. In addition, any secondary market prices may differ from values determined by pricing models used by the Selling Agent, as a result of dealer discounts, mark-ups or other transaction costs.

The price you pay for the Notes may be higher than the prices other investors pay for the Notes. The Selling Agent proposes to offer the Notes from time to time for sale to investors in one or more negotiated transactions, or otherwise, at prevailing market prices at the time of sale, at prices related to then-prevailing prices, at negotiated prices, or otherwise. Accordingly, there is a risk that the price you pay for your Notes will be higher than the prices other investors pay for their Notes based on the date and time you made your purchase, from whom you purchased the Notes, any related transaction cost, whether you hold your Notes in a brokerage account, a fiduciary or fee-based account or another type of account and other market factors.

After the first year, the Notes are subject to interest payment risk based on the Steepener Rate. Investing in the Notes is not equivalent to investing in securities directly linked to CMS30 or CMS5. Instead, the amount of interest payable on the Notes (after the initial Interest Periods for which the Initial Interest Rate is payable) will be equal to the Steepener Rate, which is the product of (1) 4.25 and (2) an amount equal to the applicable CMS30/CMS5 Spread minus 0.50, subject to the Minimum Interest Rate of 0.00% per annum and the Maximum Interest Rate of 9.00% per annum. Accordingly, the amount of interest payable on the Notes is dependent on whether, and the extent to which, the Steepener Rate is greater than the Minimum Interest Rate on the Interest Determination Date. If the Steepener Rate is equal to zero, you would not receive any interest on the related Interest Payment Date. If the Steepener Rate is equal to zero on every Interest Determination Date throughout the term of the Notes, then you would not receive any interest in respect of any Steepener Rate Interest Period.

The amount of interest payable on the Notes will vary after the first year. Because the CMS Rates are floating rates, the Steepener Rate, which is linked to the difference between CMS30 and CMS5, will fluctuate. From and including February 22, 2014 to but excluding the Maturity Date, the Notes will bear interest during each quarterly Interest Period at a per annum rate equal to the product of (1) 4.25 and (2) an amount equal to the applicable CMS30/CMS5 Spread minus 0.50, as determined on the second U.S. Government Securities Business Day prior to the relevant Interest Reset Date, subject to the Minimum Interest Rate and the Maximum Interest Rate. The per annum interest rate that is determined on the relevant Interest Determination Date will apply to the entire Interest Period following that Interest Determination Date, even if the CMS30/CMS5 Spread increases during that Interest Period, but is applicable only to that quarterly Interest Period; interest payments for any other quarterly Interest Periods will vary.

The amount of interest payable on the Notes on each Interest Payment Date for any Steepener Rate Interest Period is capped, and the amount of interest you will be entitled to receive may be less than the return you could earn on other investments with a comparable maturity. The Steepener Rate on the Notes for each Steepener Rate Interest Period is capped for that period at the Maximum Interest Rate. Interest rates may change significantly over the term of the Notes, and it is impossible to predict what interest rates will be at any point in the future. Although the Steepener Rate on the Notes will be based on the levels of the CMS Rates, the Steepener Rate that will apply during each Steepener Rate Interest Period on the Notes may be more or less than other prevailing market interest rates at such time and in any event will never exceed the Maximum Interest Rate regardless of the levels of the CMS Rates on any relevant Interest Determination Date. In addition, if the product of (1) 4.25 and (2) an amount equal to the applicable CMS30/CMS5 Spread minus 0.50 is less than the Maximum Interest Rate for any Steepener Rate Interest Period, the cumulative interest rate for such year will be less than the Maximum Interest Rate. As a result, the amount of interest you receive on the Notes may be less than the return you could earn on other investments with a comparable maturity.

If the CMS Rates change, the value of the Notes may not change in the same manner. The price of your Notes may move differently than the CMS Rates. Changes in the CMS Rates may not result in a comparable change in the value of your Notes. We discuss some of the reasons for this disparity under "—After the first year, the Notes are subject to interest payment risk based on the Steepener Rate," "—The amount of interest payable on the Notes will vary after the first year," "—The amount of interest payable on the Notes on each Interest Payment Date for any Steepener Rate Interest Period is capped, and the amount of interest you will be entitled to receive may be less than the return you could earn on other investments with a comparable maturity" above and "—The value of the Notes prior to maturity will be influenced by many unpredictable factors, and the value of the Notes may be less than the price you paid for the Notes" below.

The Notes will not be listed or displayed on any securities exchange or quotation system, and there may be little or no secondary market for the Notes. The Notes will not have an established trading market when issued and the Notes will not be listed or displayed on any securities exchange or quotation system; accordingly, there may be little or no secondary market for the Notes and, as such, information regarding independent market pricing for the Notes may be very limited or non-existent. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the Notes easily. We, the Selling Agent and/or its affiliates may purchase and sell the Notes from time to time in the secondary market, but we, the Selling Agent and/or its affiliates are not obligated to do so. If we, the Selling Agent and/or its affiliates make such a market in the Notes, we, the Selling Agent and/or any such affiliate may stop doing so at any time and for any reason without notice. Because other dealers are not likely to make a secondary market for the Notes, the prices at which you may be able to trade your Notes will probably depend on the price, if any, at which we, the Selling Agent and/or its affiliates may be willing to buy the Notes. It is expected that transaction costs in any secondary market would be high and, as a result, the difference between bid and asked prices for the Notes in any secondary market could be substantial. There is no assurance that there will be a secondary market for any of the Notes. Accordingly, you should be willing to hold the Notes until the Maturity Date, and you may incur a loss if you sell your Notes prior to the Maturity Date or the Early Redemption Date, as applicable.

The value of the Notes prior to maturity will be influenced by many unpredictable factors, and the value of the Notes may be less than the price you paid for the Notes. The value of the Notes may be less than the price you paid for the Notes. The value of the Notes may be affected by a number of factors that may either offset or magnify each other, including the following:

- the CMS30/CMS5 Spread - in general, the value of the Notes will increase when the CMS30/CMS5 Spread increases (to the extent that CMS30 is greater than CMS5), and the value of the Notes will decrease when the CMS30/CMS5 Spread decreases (to the extent that the difference between CMS30 and CMS5 decreases or that CMS5 is greater than CMS30). Because short-term interest rates are more sensitive than long-term interest rates, a decreasing interest rate environment may increase the value of the Notes (by widening the spread between the short-term and long-term rates) while an increasing interest rate environment may decrease the value of the Notes (by narrowing the spread between the short-term and long-term rates);

- the volatility (i.e., the frequency and magnitude of changes in the level) of the difference between the CMS Rates, which may have an adverse impact on the value of the Notes;

- the fluctuations of the CMS Rates and the possibility that the interest rate on the Notes will decrease so that only the Minimum Interest Rate will be paid during the term of the Notes following the first year;

- the time remaining to maturity of the Notes; in particular, as a result of a "time premium," the Notes may have a value above that which would be expected based on the levels of interest rates and the levels of the CMS Rates at such time the longer the time remaining to maturity. A "time premium" results from expectations concerning the levels of the CMS Rates during the period prior to maturity of the Notes. As the time remaining to the maturity of the Notes decreases, this time premium will likely decrease and, depending on the levels of the CMS Rates at such time, may adversely affect the value of the Notes;

- the aggregate amount of the Notes outstanding;

- our right to redeem the Notes;

- the level, direction, and volatility of market interest and yield rates generally;

- geopolitical conditions and economic, financial, political, regulatory, geographical, agricultural, judicial or other events that affect the markets generally;

- the supply and demand for the Notes in the secondary market, if any; or

- the actual or perceived creditworthiness of Lloyds Bank, as the Issuer of the Notes, and LBG, as the Guarantor of Lloyds Bank's obligations under the Notes, including actual or anticipated downgrades in LBG's or Lloyds Bank's credit ratings.

Some or all of these factors will influence the price that you will receive if you sell your Notes prior to the Maturity Date or the Early Redemption Date in the secondary market, if any. If you sell your Notes before the Maturity Date or the Early Redemption Date, the price that you receive may be less, and may be substantially less, than the price you paid for the Notes.

Because the Notes accrue interest at a fixed rate during the first year of their term, the amount of interest payable on your Notes on each Interest Payment Date for any Initial Interest Rate Interest Period may be below market interest rates. Because interest payable on your Notes during the Initial Interest Rate Interest Periods accrues at a fixed rate, there can be no guarantee that the interest you will receive on one or more of the Interest Payment Dates for the Initial Interest Rate Interest Periods will be equal to or greater than the market interest rate on such dates. We have no control over a number of factors that may affect market interest rates, including economic, financial and political events that are important in determining the existence, magnitude and longevity of these risks and their results. See "—The value of the Notes prior to maturity will be influenced by many unpredictable factors, and the value of the Notes may be less than the price you paid for the Notes." above. You should have a view as to the Initial Interest Rate on the Notes (as specified on the cover of this pricing supplement) and its level relative to market interest rates before investing, and you must be willing to forgo guaranteed market interest rates for the first year of the term of the Notes.

Because the Notes accrue interest at a floating rate after the first year of their term, you may receive a lesser amount of interest in the future. Following the first year, the interest payable on the Notes during each quarterly Steepener Rate Interest Period will accrue at a per annum rate equal to the product of (1) 4.25 and (2) an amount equal to the applicable CMS30/CMS5 Spread minus 0.50, as determined on the second U.S. Government Securities Business Day prior to the relevant Interest Reset Date, subject to the Minimum Interest Rate of 0.00% per annum and the Maximum Interest Rate of 9.00% per annum. The CMS30/CMS5 Spread may vary from time to time and there will be significant risks not associated with a conventional fixed-rate debt security. These risks include fluctuation of the CMS rates and the possibility that, in the future, the interest rate on the Notes will decrease and may be as low as the Minimum Interest Rate for any Steepener Rate Interest Period. We have no control over a