

**Return of Allotment of Shares**Company Name: **LLOYDS BANKING GROUP plc**Company Number: **SC095000**Received for filing in Electronic Format on the: **23/02/2024**

XCXH1R7F

Shares Allotted (including bonus shares)Date or period during which
shares are allottedFrom
23/02/2024To
23/02/2024**Class of Shares: ORDINARY**Currency: **GBP**Number allotted **5191279**Nominal value of each share **0.1**Amount paid: **0.2425**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	6%	Number allotted	400
	NON-	Aggregate nominal value:	100
	CUMULATIVE		
	REDEEMABLE		
	PREFERENCE		

Currency: GBP

Prescribed particulars

(A) PARTICULARS OF ANY VOTING RIGHTS, INCLUDING RIGHTS THAT ONLY ARISE IN CERTAIN CIRCUMSTANCES. NO EXPRESS RIGHTS OTHER THAN THOSE PROVIDED FOR BY GENERAL LAW AND IN THE COMPANY’S ARTICLES FROM TIME TO TIME (NO SUCH RIGHTS CURRENTLY). (B) PARTICULARS OF ANY RIGHTS AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION. HOLDERS SHALL BE ENTITLED (IN PRIORITY TO ANY PAYMENT OF DIVIDEND ON THE ORDINARY SHARES) TO A FIXED RATE NON-CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 6 PER CENT. PER ANNUM TO BE PAID, IF AND INsofar AS THERE ARE PROFITS OF THE COMPANY AVAILABLE FOR SUCH PAYMENT, IN EQUAL INSTALMENTS ON 1 MARCH, 1 JUNE, 1 SEPTEMBER AND 1 DECEMBER, OR IF SUCH DAY IS NOT A BUSINESS DAY, THE FIRST AVAILABLE BUSINESS DAY THEREAFTER. NO PREFERENCE DIVIDEND SHALL BE PAYABLE ON SUCH DATE IF THE DIRECTORS HAVE DETERMINED THAT PRUDENT CAPITAL RATIOS WOULD NOT BE MAINTAINED IF PAYMENT OF THE DIVIDEND WERE MADE. (C) PARTICULARS OF ANY RIGHTS, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON WINDING-UP). ON A RETURN OF ASSETS ON A WINDING UP, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED FIRST IN REPAYING THE HOLDER OF THE PREFERENCE SHARES AND ANY OTHER PREFERENCE SHARES FROM TIME TO TIME ISSUED BY THE COMPANY RANKING EQUALLY THEREWITH IN THE AMOUNTS PAID UP (OR CREDITED AS PAID UP) ON SUCH PREFERENCE SHARES PLUS ANY ACCRUED BUT UNPAID DIVIDENDS THEREON (OR AS OTHERWISE PROVIDED IN THE TERMS OF SUCH PREFERENCE SHARES). (D) WHETHER THE SHARES ARE TO BE REDEEMED OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER AND ANY TERMS OR CONDITIONS RELATING TO THE REDEMPTION OF THESE SHARES. THE SHARES SHALL BE REDEEMABLE AT THE OPTION OF THE COMPANY AT SUCH TIME AND DATE AS THE DIRECTORS MAY DETERMINE.

Class of Shares:	6.475%	Number allotted	47273816
	NON-	Aggregate nominal value:	11818454
	CUMULATIVE		
	PREFERENCE		
Currency:	GBP		
Prescribed particulars			

(A) PARTICULARS OF ANY VOTING RIGHTS, INCLUDING RIGHTS THAT ONLY ARISE IN CERTAIN CIRCUMSTANCES. HOLDERS OF GBP 6.475% NON-CUMULATIVE PREFERENCE SHARES ARE ONLY ENTITLED TO VOTE ON RESOLUTIONS (I) PROPOSING TO VARY OR ABROGATE THE RIGHTS AND RESTRICTIONS ATTACHED TO THE PREFERENCE SHARES AND (II) PROPOSING TO WIND-UP OR RELATING TO THE WINDING-UP OF THE COMPANY. NOTWITHSTANDING THE ABOVE, IF ON THE APPLICABLE DIVIDEND PAYMENT DATE IMMEDIATELY PRECEDING THE DATE OF NOTICE OF THE GENERAL MEETING OF SHAREHOLDERS THE DIVIDEND HAS NOT BEEN PAID IN FULL, THE HOLDERS WILL HAVE THE RIGHT TO VOTE ON ALL RESOLUTIONS, AND THIS RIGHT WILL CONTINUE UNTIL THE COMPANY HAS RESUMED THE PAYMENT OF DIVIDENDS IN FULL. IF ENTITLED TO VOTE, EACH PREFERENCE SHAREHOLDER IS ENTITLED TO ONE VOTE FOR EVERY GBP 0.25 OF NOMINAL VALUE OF THE PREFERENCE SHARES OF WHICH HE IS A HOLDER.

(B) PARTICULARS OF ANY RIGHTS AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION. NON-CUMULATIVE PREFERENTIAL DIVIDENDS ACCRUE AT A RATE OF 6.475 PER CENT. PER ANNUM ON THE LIQUIDATION PREFERENCE (£1) OF EACH PREFERENCE SHARE FROM THE ISSUE DATE AND ARE PAYABLE SEMI-ANNUALLY IN ARREAR, SAVE FOR FIRST DIVIDEND PAYMENT WHICH IS SHORT.

(C) PARTICULARS OF ANY RIGHTS, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON WINDING-UP). ON A RETURN OF CAPITAL OR DISTRIBUTION OF ASSETS (WHETHER ON WINDING-UP OR OTHERWISE) HOLDERS OF GBP 6.475% NON-CUMULATIVE PREFERENCE SHARES WILL RANK (I) EQUALLY WITH THE HOLDERS OF THE MOST SENIOR CLASS OF PREFERENCE SHARES AND ANY OTHER CLASS OF SHARES OF THE COMPANY IN ISSUE OR WHICH MAY BE ISSUED BY THE COMPANY WHICH ARE EXPRESSED TO RANK EQUALLY WITH THE PREFERENCE SHARES AND (II) IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE CAPITAL OF THE COMPANY. SUBJECT TO SUCH RANKING, HOLDERS WILL BE ENTITLED TO: (I) £1 PER PREFERENCE SHARE; (II) ANY DIVIDEND DUE FOR PAYMENT ON OR AFTER THE DATE OF THE COMMENCEMENT OF ANY WINDING-UP OR OTHER RETURN OF CAPITAL BUT WHICH RELATES TO A PERIOD ENDING ON OR BEFORE THAT DATE; AND (III) THE PROPORTION OF ANY DIVIDEND IN RESPECT OF A PERIOD THAT BEGINS BEFORE, BUT ENDS AFTER, THE DATE OF THE COMMENCEMENT OF ANY WINDING-UP OR OTHER RETURN OF CAPITAL AND IS ATTRIBUTABLE TO THE PART OF THE PERIOD THAT ENDS ON SUCH DATE.

(D) WHETHER THE SHARES ARE TO BE REDEEMED OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER AND ANY TERMS OR CONDITIONS RELATING TO THE REDEMPTION OF THESE SHARES. SUBJECT TO APPLICABLE LAW AND THE APPROVAL OF THE FSA, THE COMPANY MAY AT ITS ELECTION REDEEM SOME OR ALL OF THE PREFERENCE SHARES ON 15 SEPTEMBER 2024, AND

THEREAFTER ON THE DIVIDEND PAYMENT DATE FALLING ON EACH FIFTH ANNIVERSARY OF SUCH DATE AT THE REDEMPTION PRICE SPECIFIED.

Class of Shares:	9.25%	Number allotted	252510147
	NON-	Aggregate nominal value:	63127536.75
	CUMULATIVE		
	IRREDEEMABLE		
	PREFERENCE		
Currency:	GBP		
Prescribed particulars			

(A) PARTICULARS OF ANY VOTING RIGHTS, INCLUDING RIGHTS THAT ONLY ARISE IN CERTAIN CIRCUMSTANCES. HOLDERS OF GBP 9.25% NON-CUMULATIVE PREFERENCE SHARES ARE ONLY ENTITLED TO VOTE ON RESOLUTIONS (I) PROPOSING TO VARY OR ABROGATE THE RIGHTS AND RESTRICTIONS ATTACHED TO THE PREFERENCE SHARES AND (II) PROPOSING TO WIND-UP OR RELATING TO THE WINDING-UP OF THE COMPANY. NOTWITHSTANDING THE ABOVE, IF ON THE APPLICABLE DIVIDEND PAYMENT DATE IMMEDIATELY PRECEDING THE DATE OF NOTICE OF THE GENERAL MEETING OF SHAREHOLDERS THE DIVIDEND HAS NOT BEEN PAID IN FULL, THE HOLDERS WILL HAVE THE RIGHT TO VOTE ON ALL RESOLUTIONS, AND THIS RIGHT WILL CONTINUE UNTIL THE COMPANY HAS RESUMED THE PAYMENT OF DIVIDENDS IN FULL. IF ENTITLED TO VOTE, EACH PREFERENCE SHAREHOLDER IS ENTITLED TO ONE VOTE FOR EVERY GBP 0.25 OF NOMINAL VALUE OF THE PREFERENCE SHARES OF WHICH HE IS A HOLDER.

(B) PARTICULARS OF ANY RIGHTS AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION NON-CUMULATIVE PREFERENTIAL DIVIDENDS ACCRUE AT A RATE OF 9.25 PER CENT. PER ANNUM ON THE LIQUIDATION PREFERENCE (£1) OF EACH PREFERENCE SHARE FROM THE ISSUE DATE AND ARE PAYABLE SEMI-ANNUALLY IN ARREAR, SAVE FOR FIRST DIVIDEND PAYMENT WHICH IS SHORT.

(C) PARTICULARS OF ANY RIGHTS, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON WINDING-UP) ON A RETURN OF CAPITAL OR DISTRIBUTION OF ASSETS (WHETHER ON WINDING-UP OR OTHERWISE) HOLDERS OF GBP 9.25% NON-CUMULATIVE PREFERENCE SHARES WILL RANK (I) EQUALLY WITH THE HOLDERS OF THE MOST SENIOR CLASS OF PREFERENCE SHARES AND ANY OTHER CLASS OF SHARES OF THE COMPANY IN ISSUE OR WHICH MAY BE ISSUED BY THE COMPANY WHICH ARE EXPRESSED TO RANK EQUALLY WITH THE PREFERENCE SHARES AND (II) IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE CAPITAL OF THE COMPANY. SUBJECT TO SUCH RANKING, HOLDERS WILL BE ENTITLED TO: (I) £1 PER PREFERENCE SHARE; (II) ANY DIVIDEND DUE FOR PAYMENT ON OR AFTER THE DATE OF THE COMMENCEMENT OF ANY WINDING-UP OR OTHER RETURN OF CAPITAL BUT WHICH RELATES TO A PERIOD ENDING ON OR BEFORE THAT DATE; AND (III) THE PROPORTION OF ANY DIVIDEND IN RESPECT OF A PERIOD THAT BEGINS BEFORE, BUT ENDS AFTER, THE DATE OF THE COMMENCEMENT OF ANY WINDING-UP OR OTHER RETURN OF CAPITAL AND IS ATTRIBUTABLE TO THE PART OF THE PERIOD THAT ENDS ON SUCH DATE.

(D) WHETHER THE SHARES ARE TO BE REDEEMED OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER AND ANY TERMS OR CONDITIONS RELATING TO THE REDEMPTION OF THESE SHARES. THE PREFERENCE SHARES ARE IRREDEEMABLE.

Class of Shares:	9.75%	Number allotted	43630285
	NON-	Aggregate nominal value:	10907571.25
	CUMULATIVE		
	IRREDEEMABLE		
	PREFERENCE		
Currency:	GBP		
Prescribed particulars			

(A) PARTICULARS OF ANY VOTING RIGHTS, INCLUDING RIGHTS THAT ONLY ARISE IN CERTAIN CIRCUMSTANCES. HOLDERS OF GBP 9.75% NON-CUMULATIVE PREFERENCE SHARES ARE ONLY ENTITLED TO VOTE ON RESOLUTIONS (I) PROPOSING TO VARY OR ABROGATE THE RIGHTS AND RESTRICTIONS ATTACHED TO THE PREFERENCE SHARES AND (II) PROPOSING TO WIND-UP OR RELATING TO THE WINDING-UP OF THE COMPANY. NOTWITHSTANDING THE ABOVE, IF ON THE APPLICABLE DIVIDEND PAYMENT DATE IMMEDIATELY PRECEDING THE DATE OF NOTICE OF THE GENERAL MEETING OF SHAREHOLDERS THE DIVIDEND HAS NOT BEEN PAID IN FULL, THE HOLDERS WILL HAVE THE RIGHT TO VOTE ON ALL RESOLUTIONS, AND THIS RIGHT WILL CONTINUE UNTIL THE COMPANY HAS RESUMED THE PAYMENT OF DIVIDENDS IN FULL. IF ENTITLED TO VOTE, EACH PREFERENCE SHAREHOLDER IS ENTITLED TO ONE VOTE FOR EVERY GBP 0.25 OF NOMINAL VALUE OF THE PREFERENCE SHARES OF WHICH HE IS A HOLDER.

(B) PARTICULARS OF ANY RIGHTS AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION. NON-CUMULATIVE PREFERENTIAL DIVIDENDS ACCRUE AT A RATE OF 9.75 PER CENT. PER ANNUM ON THE LIQUIDATION PREFERENCE (£1) OF EACH PREFERENCE SHARE FROM THE ISSUE DATE AND ARE PAYABLE SEMI-ANNUALLY IN ARREAR, SAVE FOR FIRST DIVIDEND PAYMENT WHICH IS SHORT.

(C) PARTICULARS OF ANY RIGHTS, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON WINDING-UP). ON A RETURN OF CAPITAL OR DISTRIBUTION OF ASSETS (WHETHER ON WINDING-UP OR OTHERWISE) HOLDERS OF GBP 9.75% NON-CUMULATIVE PREFERENCE SHARES WILL RANK (I) EQUALLY WITH THE HOLDERS OF THE MOST SENIOR CLASS OF PREFERENCE SHARES AND ANY OTHER CLASS OF SHARES OF THE COMPANY IN ISSUE OR WHICH MAY BE ISSUED BY THE COMPANY WHICH ARE EXPRESSED TO RANK EQUALLY WITH THE PREFERENCE SHARES AND (II) IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE CAPITAL OF THE COMPANY. SUBJECT TO SUCH RANKING, HOLDERS WILL BE ENTITLED TO: (I) £1 PER PREFERENCE SHARE; (II) ANY DIVIDEND DUE FOR PAYMENT ON OR AFTER THE DATE OF THE COMMENCEMENT OF ANY WINDING-UP OR OTHER RETURN OF CAPITAL BUT WHICH RELATES TO A PERIOD ENDING ON OR BEFORE THAT DATE; AND (III) THE PROPORTION OF ANY DIVIDEND IN RESPECT OF A PERIOD THAT BEGINS BEFORE, BUT ENDS AFTER, THE DATE OF THE COMMENCEMENT OF ANY WINDING-UP OR OTHER RETURN OF CAPITAL AND IS ATTRIBUTABLE TO THE PART OF THE PERIOD THAT ENDS ON SUCH DATE.

(D) WHETHER THE SHARES ARE TO BE REDEEMED OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER AND ANY TERMS OR CONDITIONS RELATING TO THE REDEMPTION OF THESE SHARES. THE PREFERENCE SHARES ARE IRREDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	64137131068
Currency:	GBP	Aggregate nominal value:	6413713106.8

Prescribed particulars

(A) PARTICULARS OF ANY VOTING RIGHTS, INCLUDING RIGHTS THAT ONLY ARISE IN CERTAIN CIRCUMSTANCES. EACH SHARE CARRIES THE RIGHT TO ONE VOTE ON A POLL. (B) PARTICULARS OF ANY RIGHTS AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION. ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES. (C) PARTICULARS OF ANY RIGHTS, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON WINDING-UP). ON A RETURN OF CAPITAL WHETHER IN A WINDING UP OR OTHERWISE, ASSETS AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE DISTRIBUTED FIRST TO THE HOLDERS OF PREFERENCE SHARES IN ACCORDANCE WITH THE RIGHTS ATTACHED TO THEM ON ISSUE. THE BALANCE OF SUCH ASSETS, SUBJECT TO THE RIGHTS OF ANY OTHER CLASS OF SHARES, SHALL BE DISTRIBUTED TO EACH HOLDER OF THE ORDINARY SHARES RATEABLY BY REFERENCE TO THE PROPORTION OF ORDINARY SHARE CAPITAL HELD BY THAT HOLDER, RELATIVE TO THE AGGREGATE TOTAL ISSUED ORDINARY SHARE CAPITAL. (D) WHETHER THE SHARES ARE TO BE REDEEMED OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER AND ANY TERMS OR CONDITIONS RELATING TO THE REDEMPTION OF THESE SHARES. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	6.413%	Number allotted	48990
	NON-	Aggregate nominal value:	12247.5
	CUMULATIVE		
	FIXED/		
	FLOATING		
	RATE		
	CALLABLE		

Currency: **USD**

Prescribed particulars

A) PARTICULARS OF ANY VOTING RIGHTS, INCLUDING RIGHTS THAT ONLY ARISE IN CERTAIN CIRCUMSTANCES. HOLDERS OF USD 6.413% NON-CUMULATIVE PREFERENCE SHARES ARE ONLY ENTITLED TO VOTE ON RESOLUTIONS (I) PROPOSING TO VARY OR ABROGATE THE RIGHTS AND RESTRICTIONS ATTACHED TO THE PREFERENCE SHARES AND (II) PROPOSING TO WIND-UP OR RELATING TO THE WINDING-UP OF THE COMPANY. NOTWITHSTANDING THE ABOVE, IF ON THE APPLICABLE DIVIDEND PAYMENT DATE IMMEDIATELY PRECEDING THE DATE OF NOTICE OF THE GENERAL MEETING OF SHAREHOLDERS THE DIVIDEND HAS NOT BEEN PAID IN FULL, THE HOLDERS WILL HAVE THE RIGHT TO VOTE ON ALL RESOLUTIONS, AND THIS RIGHT WILL CONTINUE UNTIL THE COMPANY HAS RESUMED THE PAYMENT OF DIVIDENDS IN FULL. IF ENTITLED TO VOTE, EACH PREFERENCE SHAREHOLDER IS ENTITLED TO ONE VOTE FOR EVERY USD 0.25 OF NOMINAL VALUE OF THE PREFERENCE SHARES OF WHICH HE IS A HOLDER.

(B) PARTICULARS OF ANY RIGHTS AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION. NON-CUMULATIVE PREFERENTIAL DIVIDENDS ACCRUE AT A RATE OF 6.413 PER CENT. PER ANNUM ON THE LIQUIDATION PREFERENCE (\$1000) OF EACH PREFERENCE SHARE FROM THE ISSUE DATE TO 1 OCTOBER 2035 AND ARE PAYABLE SEMI-ANNUALLY IN ARREAR, SAVE FOR THE FIRST DIVIDEND PAYMENT WHICH IS SHORT. FROM AND INCLUDING 1 OCTOBER 2035 NON-CUMULATIVE PREFERENTIAL DIVIDENDS ACCRUE AT 1.495 PER CENT. ABOVE THREE MONTH USD LIBOR AND WILL BE PAYABLE QUARTERLY IN ARREAR.

(C) PARTICULARS OF ANY RIGHTS, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON WINDING-UP). ON A RETURN OF CAPITAL OR DISTRIBUTION OF ASSETS (WHETHER ON WINDING-UP OR OTHERWISE) HOLDERS OF USD 6.413% NON-CUMULATIVE PREFERENCE SHARES WILL RANK (I) EQUALLY WITH THE HOLDERS OF THE MOST SENIOR CLASS OF PREFERENCE SHARES AND ANY OTHER CLASS OF SHARES OF THE COMPANY IN ISSUE OR WHICH MAY BE ISSUED BY THE COMPANY WHICH ARE EXPRESSED TO RANK EQUALLY WITH THE PREFERENCE SHARES AND (II) IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE CAPITAL OF THE COMPANY. SUBJECT TO SUCH RANKING, HOLDERS WILL BE ENTITLED TO: (I) USD 1000 PER PREFERENCE SHARE; (II) ANY DIVIDEND DUE FOR PAYMENT ON OR AFTER THE DATE OF THE COMMENCEMENT OF ANY WINDING-UP OR OTHER RETURN OF CAPITAL BUT WHICH RELATES TO A PERIOD ENDING ON OR BEFORE THAT DATE; AND (III) THE PROPORTION OF ANY DIVIDEND IN RESPECT OF A PERIOD THAT BEGINS BEFORE, BUT ENDS AFTER, THE DATE OF THE COMMENCEMENT OF ANY WINDING-UP OR OTHER RETURN OF CAPITAL AND IS ATTRIBUTABLE TO THE PART OF THE PERIOD THAT ENDS ON SUCH DATE.

(D) WHETHER THE SHARES ARE TO BE REDEEMED OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER AND ANY TERMS OR CONDITIONS

RELATING TO THE REDEMPTION OF THESE SHARES. SUBJECT TO APPLICABLE LAW AND THE APPROVAL OF THE FSA, THE COMPANY MAY AT ITS ELECTION REDEEM SOME OR ALL OF THE PREFERENCE SHARES ON 1 OCTOBER 2035, AND THEREAFTER ON ANY DIVIDEND PAYMENT DATE AT THE REDEMPTION PRICE SPECIFIED.

Class of Shares:	6.657%	Number allotted	37627
	NON-	Aggregate nominal value:	9406.75
	CUMULATIVE		
	FIXED/		
	FLOATING		
	RATE		
	CALLABLE		
Currency:	USD		
Prescribed particulars			

(A) PARTICULARS OF ANY VOTING RIGHTS, INCLUDING RIGHTS THAT ONLY ARISE IN CERTAIN CIRCUMSTANCES. HOLDERS OF USD 6.657% NON-CUMULATIVE PREFERENCE SHARES ARE ONLY ENTITLED TO VOTE ON RESOLUTIONS (I) PROPOSING TO VARY OR ABROGATE THE RIGHTS AND RESTRICTIONS ATTACHED TO THE PREFERENCE SHARES AND (II) PROPOSING TO WIND-UP OR RELATING TO THE WINDING-UP OF THE COMPANY. NOTWITHSTANDING THE ABOVE, IF ON THE APPLICABLE DIVIDEND PAYMENT DATE IMMEDIATELY PRECEDING THE DATE OF NOTICE OF THE GENERAL MEETING OF SHAREHOLDERS THE DIVIDEND HAS NOT BEEN PAID IN FULL, THE HOLDERS WILL HAVE THE RIGHT TO VOTE ON ALL RESOLUTIONS, AND THIS RIGHT WILL CONTINUE UNTIL THE COMPANY HAS RESUMED THE PAYMENT OF DIVIDENDS IN FULL. IF ENTITLED TO VOTE, EACH PREFERENCE SHAREHOLDER IS ENTITLED TO ONE VOTE FOR EVERY USD 0.25 OF NOMINAL VALUE OF THE PREFERENCE SHARES OF WHICH HE IS A HOLDER.

(B) PARTICULARS OF ANY RIGHTS AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION. NON-CUMULATIVE PREFERENTIAL DIVIDENDS ACCRUE AT A RATE OF 6.657 PER CENT. PER ANNUM ON THE LIQUIDATION PREFERENCE (\$1000) OF EACH PREFERENCE SHARE FROM THE ISSUE DATE TO 21 MAY 2037 AND ARE PAYABLE SEMI-ANNUALLY IN ARREAR, SAVE FOR FIRST DIVIDEND PAYMENT WHICH IS SHORT. FROM AND INCLUDING 21 MAY 2037 NON-CUMULATIVE PREFERENTIAL DIVIDENDS ACCRUE AT 1.27 PER CENT. ABOVE THREE MONTH USD LIBOR AND WILL BE PAYABLE QUARTERLY IN ARREAR.

(C) PARTICULARS OF ANY RIGHTS, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON WINDING-UP). ON A RETURN OF CAPITAL OR DISTRIBUTION OF ASSETS (WHETHER ON WINDING-UP OR OTHERWISE) HOLDERS OF USD 6.657% NON-CUMULATIVE PREFERENCE SHARES WILL RANK (I) EQUALLY WITH THE HOLDERS OF THE MOST SENIOR CLASS OF PREFERENCE SHARES AND ANY OTHER CLASS OF SHARES OF THE COMPANY IN ISSUE OR WHICH MAY BE ISSUED BY THE COMPANY WHICH ARE EXPRESSED TO RANK EQUALLY WITH THE PREFERENCE SHARES AND (II) IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE CAPITAL OF THE COMPANY. SUBJECT TO SUCH RANKING, HOLDERS WILL BE ENTITLED TO: (I) USD 1000 PER PREFERENCE SHARE; (II) ANY DIVIDEND DUE FOR PAYMENT ON OR AFTER THE DATE OF THE COMMENCEMENT OF ANY WINDING-UP OR OTHER RETURN OF CAPITAL BUT WHICH RELATES TO A PERIOD ENDING ON OR BEFORE THAT DATE; AND (III) THE PROPORTION OF ANY DIVIDEND IN RESPECT OF A PERIOD THAT BEGINS BEFORE, BUT ENDS AFTER, THE DATE OF THE COMMENCEMENT OF ANY WINDING-UP OR OTHER RETURN OF CAPITAL AND IS ATTRIBUTABLE TO THE PART OF THE PERIOD THAT ENDS ON SUCH DATE.

(D) WHETHER THE SHARES ARE TO BE REDEEMED OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER AND ANY TERMS OR CONDITIONS

RELATING TO THE REDEMPTION OF THESE SHARES. SUBJECT TO APPLICABLE LAW AND THE APPROVAL OF THE FSA, THE COMPANY MAY AT ITS ELECTION REDEEM SOME OR ALL OF THE PREFERENCE SHARES ON 21 MAY 2037, AND THEREAFTER ON ANY DIVIDEND PAYMENT DATE AT THE REDEMPTION PRICE SPECIFIED.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	64480545716
		Total aggregate nominal value:	6499566768.8
		Total aggregate amount unpaid:	0
Currency:	USD	Total number of shares:	86617
		Total aggregate nominal value:	21654.25
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.