

COMPANY NUMBER: SC095000

LLOYDS BANKING GROUP PLC
(the 'Company')

TUESDAY



At the annual general meeting of the members of the Company held at the SEC Armadillo, Exhibition Way, Glasgow, G3 8YW on Thursday, 18 May 2023 at 11.00am the following resolutions were passed:

ORDINARY RESOLUTIONS

Resolution 20

That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £2,233,723,086; and
- (b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £4,467,446,172 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph (a) above) in connection with an offer by way of a rights issue,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert other securities into shares to be granted after the authority given by this resolution has expired.

Resolution 21

That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into ordinary shares in the Company:

- (a) up to an aggregate nominal amount of £1,250,000,000 in relation to the issue of Regulatory Capital Convertible Instruments; and
- (b) subject to applicable law and regulation, at such conversion prices (or such maximum or minimum conversion prices or conversion price methodologies) as may be determined by the directors of the Company from time to time,

such authority to apply in addition to all other authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is the earlier, save that, in each case, the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into ordinary shares to be granted after the authority given by this resolution has expired.

SPECIAL RESOLUTIONS

Resolution 22

That, subject to the passing of Resolution 20, the directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash:

- (a) pursuant to the authority given by paragraph (a) of Resolution 20 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £335,058,463; and
- (b) pursuant to the authority given by paragraph (b) of Resolution 20 in connection with a pre-emptive rights issue,

as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment,

such authority to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is the earlier, save that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

Resolution 23

That, subject to the passing of Resolution 20 and in addition to any authority granted under Resolution 22, the directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given by Resolution 20 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £335,058,463; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board of directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of annual general meeting,

such authority to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is the earlier, save that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

Resolution 24

That, subject to the passing of Resolution 21, and without prejudice to any existing authority, the directors be empowered to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash:

- (a) pursuant to the authority given by Resolution 21, up to an aggregate nominal amount of £1,250,000,000; and
- (b) in relation to the issue of such Regulatory Capital Convertible Instruments, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment,

such power to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is the earlier, save that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power given by this resolution has expired.

Resolution 25

That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each in the capital of the Company and where such shares are held in treasury, the Company may use them for the purposes of its employees' share plans, provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased shall be 6,701,169,260;
- (b) the minimum price which may be paid for each ordinary share shall be 10 pence;
- (c) the maximum price, exclusive of expenses, which may be paid for each ordinary share shall be an amount equal to the higher of (i) 105 per cent. of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five London business days immediately preceding the day on which such share is contracted to be purchased or (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the capital of the Company on the trading venues where the market purchase by the Company pursuant to the authority conferred by this Resolution 25 will be carried out;
- (d) this authority shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is the earlier, unless such authority is renewed before then; and
- (e) the Company may make a contract to purchase its ordinary shares under this authority before its expiry which would or might be executed wholly or partly after such expiry, and may make a purchase of its ordinary shares under that contract.

Resolution 26

That the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of the following issuances of securities:

- (a) £252,510,147 9.25 per cent. non-cumulative irredeemable preference shares;
- (b) £43,630,285 9.75 per cent. non-cumulative irredeemable preference shares;
- (c) £47,273,816 6.475 per cent. non-cumulative preference shares;
- (d) US\$48,990,000 6.413 per cent. non-cumulative fixed to floating rate preference shares; and
- (e) US\$37,627,000 6.657 per cent. non-cumulative fixed to floating rate preference shares,

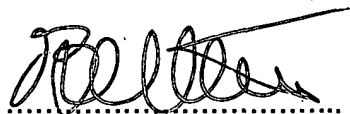
(together, the '**Preference Shares**'), provided that:

- (i) the maximum number of Preference Shares which may be purchased is all such Preference Shares in issue;
- (ii) the minimum price which may be paid for each Preference Share is the nominal value of the relevant Preference Share;
- (iii) the maximum price, exclusive of any expenses and any accrued dividends to the relevant settlement date, which may be paid for each Preference Share is 105 per cent. of the following:
 - (A) in respect of any Preference Share denominated in U.S. dollars, the Bloomberg FIT Composite bid price shown on the relevant Bloomberg page ALLQ for the relevant Preference Share (or any replacement page which displays that price) at or around 11.00 am UK time on the London business day before the day on which the Company agrees or (if earlier) publicly announces an offer or invitation to buy such share;
 - (B) in respect of any Preference Share denominated in pounds sterling, the London Stock Exchange bid price shown on the relevant Bloomberg page ALLQ for the relevant Preference Share (or any replacement page which displays that price) at or around 11.00 am UK time on the London business day before the day on which the Company agrees or (if earlier) publicly announces an offer or invitation to buy such share; or
 - (C) in respect of any Preference Share, where the relevant bid price is not available as described in (A) or (B) above, the highest independent bid price shown on the relevant Bloomberg page ALLQ for the relevant Preference Share (or any replacement page which displays that price) at or around 11.00 am UK time on the London business day before the day on which the Company agrees or (if earlier) publicly announces an offer or invitation to buy such share;
- (iv) this authority shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is the earlier, unless such authority is renewed before then; and
- (v) the Company may make a contract to purchase the Preference Shares under this authority before its expiry which would or might be executed wholly or partly after the expiry, and may make a purchase of the Preference Shares under that contract.

For the purposes of determining compliance with the conditions in paragraphs (ii) and (iii), the nominal value of the share or the relevant price (as applicable) shall, if necessary, be converted into the currency in which the purchase is to be made, calculated by reference to the spot rate of exchange between the currency of the nominal value or of the relevant price (as applicable) and the currency in which the purchase is to be made, as displayed on the appropriate page of the Bloomberg screen (or on the appropriate page of such other information service which publishes that rate from time to time) at or around 11.00 am UK time on the London business day before the day on which the Company agrees or (if earlier) publicly announces an offer or invitation to buy such share.

Resolution 27

That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the next annual general meeting of the Company unless such authority is renewed at a general meeting of the Company before then.

A handwritten signature in black ink, appearing to read 'R Beattie', written over a dotted line.

Ryan Beattie
Assistant Secretary
30 May 2023