

U.S.\$300,000,000 Zero Coupon Callable Notes due 2044

(the "Securities")  
issued under the

LLOYDS BANK plc

Note, Certificate and Warrant Programme

Issue Price: 100 per cent.

Issue Date: 21 October 2014

This information package includes the Prospectus dated 7 April 2014 (including the documents incorporated into the Prospectus by reference) (the "Prospectus") and the Final Terms for the Securities dated 13 October 2014 (the "Final Terms", together with the Prospectus, the "Information Package") pertaining to the Note, Certificate and Warrant Programme.

The Securities will be issued by LLOYDS BANK plc (the "Issuer").

Application will be made by the Issuer for the Securities to be listed on the Gre Tai Securities Market (the "GTSM") in the Republic of China (the "ROC").

The Securities will be traded on the GTSM pursuant to the applicable rules of the GTSM. Effective date of listing and trading of the Securities is on or about 21 October 2014.

GTSM is not responsible for the content of the Information Package and no representation is made by GTSM to the accuracy or completeness of the Information Package. GTSM expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this Information Package. Admission to the listing and trading of the Securities on the GTSM shall not be taken as an indication of the merits of the Issuer or the Securities.

The Securities have not been, and shall not be, offered, sold or resold, directly or indirectly, in the ROC, to investors other than "professional institutional investors" as defined under Paragraph 2, Article 19-7 of the Regulations Governing Securities Firms of the ROC. By purchasing any of the Securities, the investor agrees to comply with the aforementioned selling restrictions.

The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"). Subject to certain exceptions, the Securities may not be offered, sold or delivered within the United States or to, or for the benefit of, U.S. persons (as defined under the Securities Act), except in certain transactions exempt from the registration requirements of the Securities Act.

#### ROC TAXATION

*The following summary of certain taxation provisions under ROC law is based on current law and practice and that the Securities will be issued, offered, sold and re-sold to professional institutional investors as defined under Paragraph 2, Article 19-7 of the Regulations Governing Securities Firms of the ROC only. It does not purport to be comprehensive and does not constitute legal or tax advice. Investors (particularly those subject to special tax rules, such as banks, dealers, insurance companies and tax-exempt entities) should consult with their own tax advisers regarding the tax consequences of an investment in the Securities*

##### *Interest on the Securities*

As we, the issuer of the Securities, are not an ROC statutory tax withholding, there is no ROC withholding tax on the interest to be paid on the Securities.

ROC corporate holders must include the interest receivable under the Securities as part of their taxable income and pay income tax at a flat rate of 17 per cent. (unless the total taxable income for a fiscal year is under NT\$120,000), as they are subject to income tax on their worldwide income on an accrual basis. The alternative minimum tax ("AMT") is not applicable.

### *Sale of the Securities*

In general, the sale of corporate bonds or financial bonds is subject to a 0.1 per cent. securities transaction tax ("STT") on the transaction price. However, Article 2-1 of the Securities Transaction Tax Act of the ROC prescribes that STT will cease to be levied on the sale of corporate bonds and financial bonds for seven years from January 1, 2010 to December 31, 2016. Therefore, the sale of the Securities will be exempt from STT if the sale is conducted on or before December 31, 2016. Starting from January 1, 2017, any sale of the Securities will be subject to STT at 0.1 percent of the transaction price, unless otherwise provided by the tax laws that may be in force at that time.

Capital gains generated from the sale of bonds are exempt from income tax. Accordingly, ROC corporate holders are not subject to income tax on any capital gains generated from the sale of the Securities. However, ROC corporate holders should include the capital gains in calculating their basic income for the purpose of calculating their AMT. If the amount of the AMT exceeds the annual income tax calculated pursuant to the Income Tax Act of the ROC, the excess becomes the ROC corporate holders' AMT payable. Capital losses, if any, incurred by such holders could be carried over 5 years to offset against capital gains of same category of income for the purposes of calculating their AMT.

### ROC SETTLEMENT AND TRADING

Currently, we have not entered into any settlement agreement with Taiwan Depository & Clearing Corporation ("TDCC") and have no intention to do so.

In the future, if we enter into a settlement agreement with TDCC, an investor, if it has a securities book-entry account with a Taiwan securities broker and a foreign currency deposit account with a Taiwan bank, may settle the Securities through the account of TDCC with Euroclear or Clearstream if it applies to TDCC (by filing in a prescribed form) to transfer the Securities in its own account with Euroclear or Clearstream to such TDCC account with Euroclear or Clearstream for trading in the domestic market or vice versa for trading in overseas markets. For settlement through TDCC, TDCC will allocate the respective Securities position to the securities book-entry account designated by such investor in the ROC. The Securities will be traded and settled pursuant to the applicable rules and operating procedures of TDCC and the GTSM as domestic bonds. For such investors who hold their interest in the Securities through an account opened and held by TDCC with Euroclear or Clearstream, distributions of principal and/or interest for the Securities to such holders may be made by payment services banks whose systems are connected to TDCC to the foreign currency deposit accounts of the holders. Such payment is expected to be made on the second Taiwanese business day following TDCC's receipt of such payment (due to time difference, the payment is expected to be received by TDCC one Taiwanese business day after the distribution date). However, when the holders will actually receive such distributions may vary depending upon the daily operations of the Taiwan banks with which the holder has the foreign currency deposit account.

Lead Manager

SinoPac Securities Corporation

Final Terms dated 13 October 2014

Lloyds Bank plc

Issue of U.S.\$300,000,000 Zero Coupon Callable Notes  
under the Note, Certificate and Warrant Programme

## PART A — CONTRACTUAL TERMS

These Final Terms constitute Issue Terms for the purposes of the Base General Conditions. Terms used herein shall be deemed to be defined as such for the purposes of the Base Conditions set forth in the Prospectus dated 7 April 2014 and the supplemental prospectuses dated 15 May 2014 and 11 August 2014 which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the final terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented. Full information on the Bank and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplemental prospectuses are available for viewing at [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html) and copies may be obtained from Lloyds Bank plc, 25 Gresham Street, London EC2V 7HN.

The expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

1	(i) Series Number:	WMTN0110
	(ii) Tranche Number:	1
2	Specified Currency	United States Dollars ("U.S.\$")
3	Aggregate Nominal Amount	U.S.\$300,000,000
4	Issue Price	100 per cent. of the Aggregate Nominal Amount
5	(i) Specified Denominations:	U.S.\$1,000,000
	(ii) Calculation Amount:	U.S.\$1,000,000
6	(i) Issue Date:	21 October 2014
	(ii) Trade Date:	3 October 2014
7	Maturity Date	21 October 2044
8	Business Day Convention	Modified Following Business Day Convention (Unadjusted)
9	Business Centre(s)	London, New York and Taipei
10	Calculation Agent	Citibank, N.A., London
11	Alternative Currency Equivalent	Not Applicable
12	Synthetic Currency Asset Conditions	Not Applicable



**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13	<b>Fixed Rate Note Provisions</b>	Not Applicable
14	<b>Floating Rate Note Provisions</b>	Not Applicable
15	<b>Zero Coupon Note Provisions</b>	Applicable
	(i) Amortisation Yield:	4.72 per cent. per annum
	(ii) Amortisation Yield compounding basis	Compounded annually
	(iii) Day Count Fraction:	30/360
	(iv) Determination Date(s):	Not Applicable
16	<b>Index Linked Interest Provisions</b>	Not Applicable
17	<b>Inflation linked Interest Provisions</b>	Not Applicable
18	<b>Equity Linked Interest Provisions</b>	Not Applicable
19	<b>Currency Linked Interest Provisions</b>	Not Applicable
20	<b>Commodity Linked Interest Provisions</b>	Not Applicable
21	<b>Rate Linked Interest Provisions</b>	Not Applicable
22	<b>Multi-Asset Basket Linked Interest Provisions</b>	Not Applicable
23	<b>Structured Floating Rate Coupon</b>	Not Applicable
24	<b>Inverse Floating Rate Coupon</b>	Not Applicable
25	<b>Fixed Rate Step-Up/Step-Down Coupon</b>	Not Applicable
26	<b>Fixed to Floating Coupon</b>	Not Applicable
27	<b>Floating to Fixed Coupon</b>	Not Applicable
28	<b>Fixed to Floating Switchable Coupon</b>	Not Applicable
29	<b>Floating to Fixed Switchable Coupon</b>	Not Applicable
30	<b>Steeper Coupon</b>	Not Applicable
31	<b>Fixed Rate Range Accrual Coupon</b>	Not Applicable
32	<b>Floating Rate Range Accrual Coupon</b>	Not Applicable
33	<b>Fixed Rate Dual Range Accrual Coupon</b>	Not Applicable
34	<b>Floating Rate Dual Range Accrual Coupon</b>	Not Applicable
35	<b>Digital Coupon</b>	Not Applicable
36	<b>Inflation-linked Coupon</b>	Not Applicable
37	<b>Inflation Protected Coupon</b>	Not Applicable
38	<b>Performance Coupon</b>	Not Applicable
39	<b>Annualised Performance Coupon</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

40	<b>Put/Call Options</b>	Call Option	
41	<b>Call Option</b>	Applicable	
	(i) Optional Redemption Date(s):	On 21 October every year from, and including, 21 October 2024 to, and including 21 October 2043, subject, in each case to adjustment in accordance with the Modified Following Business Day Convention (Unadjusted)	
	(ii) Optional Redemption Amount(s):	The Optional Redemption Amount expressed as a percentage of the Aggregate Nominal Amount (column 2) and as an amount in USD per Specified Denomination (column 3) is set out below alongside the applicable Optional Redemption Date (column 1)	
	<b>Optional Redemption Date (1)</b>	<b>Optional Redemption Price (2)</b>	<b>Redemption in USD per Specified Denomination (3)</b>
	21-Oct-24	158.59749936%	1,585,974.99
	21-Oct-25	166.083301339%	1,660,833.01
	21-Oct-26	173.92243315%	1,739,224.33
	21-Oct-27	182.13157200%	1,821,315.72
	21-Oct-28	190.72818220%	1,907,281.82
	21-Oct-29	199.73055240%	1,997,305.52
	21-Oct-30	209.15783447%	2,091,578.34
	21-Oct-31	219.03008426%	2,190,300.84
	21-Oct-32	229.36830423%	2,293,683.04
	21-Oct-33	240.19448819%	2,401,944.88
	21-Oct-34	251.53166804%	2,515,316.68
	21-Oct-35	263.40396277%	2,634,039.63
	21-Oct-36	275.83662981%	2,758,366.30
	21-Oct-37	288.85611874%	2,888,561.19
	21-Oct-38	302.49012754%	3,024,901.28
	21-Oct-39	316.76766156%	3,167,676.62
	21-Oct-40	331.71909519%	3,317,190.95
	21-Oct-41	347.37623648%	3,473,762.36
	21-Oct-42	363.77239484%	3,637,723.95
	21-Oct-43	380.94245188%	3,809,424.52
	(iii) If redeemable in part:	Not Applicable	
	(iv) Call Option Business Centre(s):	London, New York and Taipei	

	(v) Notice period:	Not less than five business days
42	<b>Put Option</b>	Not Applicable
43	<b>Final Redemption Amount</b>	3,989,229.36 per Calculation Amount
44	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s):	Amortised Face Amount in accordance with Condition 6(b)(i) of the Base Note Conditions
45	<b>Unwind Costs:</b>	Applicable
46	<b>Expenses</b>	Not Applicable
47	<b>Index Linked Redemption Provisions</b>	Not Applicable
48	<b>Inflation Protected Redemption Provisions</b>	Not Applicable
49	<b>Equity Linked Redemption Provisions</b>	Not Applicable
50	<b>Currency Linked Redemption Provisions</b>	Not Applicable
51	<b>Commodity Linked Redemption Provisions</b>	Not Applicable
52	<b>Rate Linked Redemption Provisions</b>	Not Applicable
53	<b>Multi-Asset Basket Linked Redemption Provisions</b>	Not Applicable
54	<b>Performance Redemption</b>	Not Applicable
55	<b>Performance Plus Downside Redemption</b>	Not Applicable
56	<b>Performance Plus Conditional Downside Redemption</b>	Not Applicable
57	<b>Absolute Performance Redemption</b>	Not Applicable
58	<b>Reverse Convertible Redemption</b>	Not Applicable
59	<b>Reverse Convertible Plus Conditional Downside Redemption</b>	Not Applicable
60	<b>Inflation Protected Redemption</b>	Not Applicable
61	<b>Dual Currency Redemption</b>	Not Applicable
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>		
62	<b>Form of Notes</b>	Bearer Notes - Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
63	<b>New Global Note</b>	No
64	<b>Additional Disruption Events</b>	Not Applicable
65	<b>Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates)</b>	Not Applicable

on which such Talons mature)

- |    |   |                |
|----|---|----------------|
| 66 | Details relating to Instalment Notes:<br>amount of each instalment, date on which<br>each payment is to be made | Not Applicable |
| 67 | Consolidation provisions  | Not Applicable |

**DISTRIBUTION**

- |    |                           |                          |
|----|---------------------------|--------------------------|
| 68 | U.S. Selling Restrictions | Reg S Category 2; TEFRAD |
|----|---------------------------|--------------------------|

**LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required for issue and admission to trading of the Notes described herein pursuant to the Note, Certificate and Warrant Programme of Lloyds Bank plc.

Signed on behalf of the Bank:

By:

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Duly authorised



## PART B — OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Bank (or on its behalf) for the Notes to be listed on both (i) the Official List of the UK Listing Authority and to be admitted to trading on the regulated market of the London Stock Exchange with effect from 21 October 2014, and (ii) the GreTai Securities Market (the "GreTai") for the listing and trading of the Notes on the GreTai. GreTai is not responsible for the content of this document and the Prospectus and any supplement or amendment thereto and no representation is made by GreTai to the accuracy or completeness of this document and the Prospectus and any supplement or amendment thereto. GreTai expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this document and the Prospectus and any supplement or amendment thereto. Admission to the listing and trading of the Notes on the GreTai shall not be taken as an indication of the merits of the Bank or the Notes. The Notes will be traded on the GreTai pursuant to the applicable rules of the GreTai. Effective date of listing of the Notes on the GreTai is on or about 21 October 2014.
- (ii) Estimate of total expenses related to admission to trading: GBP 3,600 in relation to admission to trading of the Notes on the regulated market of the London Stock Exchange and NTD 165,000 in relation to the listing and trading of the Notes on the GreTai.

### 2 RATING

- Ratings: S&P:A  
Moody's: A1.

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

"Save as discussed in "Selling Restrictions", so far as the Bank is aware, no person involved in the offer of the Notes has an interest material to the offer."

### 4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: General corporate purposes
- (ii) Estimated net proceeds: U.S.\$300,000,000
- (iii) Estimated total expenses: Not Applicable



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**OPERATIONAL INFORMATION**

ISIN Code:	XSI 120552077
Common Code:	11255207
Swiss Securities Number ( <i>laforennummer</i> ):	Not Applicable
WKN Number ( <i>Wertpapierkennnummer</i> ):	Not Applicable
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable