

LLOYDS
BANKING
GROUP



BECOMING THE BEST BANK FOR CUSTOMERS

Lloyds Banking Group plc
Notice of Annual General Meeting
2016



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If you would like a paper copy of this notice, or a version in large print, Braille or on audio CD, please contact the Company's registrar, Equiniti Limited, on 0371 384 2990* or textphone 0371 384 2255 (from inside the UK) or +44 121 415 7066 (from outside the UK).

*Lines are open 8.30 am to 5.30 pm (UK time) excluding English and Welsh public holidays.

Requests may also be made in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Calls to 03 numbers will cost no more than a national rate call to an 01 or 02 number.

Calls to +44 121 415 7066 from outside the UK are charged at applicable international rates.

**LLOYDS
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This document is important and requires your immediate attention.

If you have any doubt about the action you should take, it is recommended that you consult your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares in Lloyds Banking Group plc, please give this and the accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was made.

LETTER FROM THE CHAIRMAN OF LLOYDS BANKING GROUP PLC



24 March 2016

Dear Shareholder

I am pleased to invite you to the annual general meeting (the '**AGM**') of Lloyds Banking Group plc (the '**Company**') which will be held at the Edinburgh International Conference Centre, The Exchange, Edinburgh EH3 8EE on Thursday 12 May 2016 at 11.00 am.

The notice of AGM is set out on pages 4 to 6 of this document.

A copy of the Annual Report and Accounts or Annual Review for the year ended 31 December 2015 is enclosed together with a proxy or voting form to enable you to exercise your voting rights.

Members of the Lloyds Banking Group Shareholder Account will also find an annual statement of their shareholding enclosed.

The AGM is an opportunity for shareholders to express their views directly with the Board and I hope you will take the opportunity to do so.

Your Vote

If you cannot attend, I strongly encourage you to exercise your right to vote by appointing a proxy to vote at the AGM on your behalf. To appoint a proxy, please complete the enclosed form and send it to the Company's registrar, Equiniti Limited ('**Equiniti**'), in the envelope provided. Alternatively, you can appoint a proxy online at www.sharevote.co.uk. Instructions are provided on the reverse of the enclosed form.

Proxy appointments must be received by Equiniti no later than 11.00 am on Tuesday 10 May 2016.

Your Dividend - Your Choice

The Board is recommending for approval at the AGM a final dividend payment of 1.5 pence per ordinary share in respect of the financial year ended 31 December 2015, making a total dividend for the financial year ended 31 December 2015 of 2.25 pence per ordinary share.

In addition, the Board is also recommending a capital distribution in the form of a special dividend of 0.5 pence per ordinary share, representing the distribution of surplus capital over and above the Board's view of the current level of capital required to grow the business, meet regulatory requirements and cover uncertainties. If approved, the recommended special dividend will be paid at the same time and have the same record date as the recommended dividend in respect of the financial year ended 31 December 2015.

The Company will again be offering shareholders a choice of a share alternative to a cash dividend through its Dividend Reinvestment Plan ('**DRIP**'). This option will also be available for cash paid from the special dividend. Shareholders can find out more about the DRIP on page 7 of this document.

Your Board of Directors

There have been a number of changes to your Board of Directors since the last AGM. Deborah McWhinney and Stuart Sinclair joined the Board as Independent Non-Executive Directors in December 2015 and January 2016 respectively. For more information on these appointments, please refer to the Explanatory notes on page 7 of this document.

Carolyn Fairbairn, an Independent Non-Executive Director, retired from the Board in October 2015. Dyfrig John, also an Independent Non-Executive Director, has notified the Board that he does not intend to seek re-election at the 2016 AGM. Both Carolyn and Dyfrig leave with our thanks and best wishes for the future.

Biographical details of each Director seeking election or re-election are set out in Appendix One on pages 14 and 15 of this document.

Recommendation

The Board considers that all of the resolutions in the notice of AGM are in the best interests of the Company and its shareholders as a whole and recommends unanimously that you vote in favour of them. Your Directors intend to vote in favour of all of the resolutions in respect of their own holdings.

Yours faithfully

Lord Blackwell
Chairman

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The annual general meeting of Lloyds Banking Group plc (the '**Company**' and unless set out to the contrary, the '**Group**') will be held at the Edinburgh International Conference Centre, The Exchange, Edinburgh EH3 8EE on Thursday 12 May 2016 at 11.00 am to transact the business set out in the resolutions below.

Resolutions 1. to 24. (inclusive) are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 25. to 30. (inclusive) are proposed as special resolutions. For each of these to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

The Board recommends that you vote in favour of all resolutions.

Resolution 1. Report and accounts

To receive the Company's accounts and the reports of the Directors and of the auditor for the year ended 31 December 2015.

Resolution 2. To elect Ms D D McWhinney as a Director of the Company.

Resolution 3. To elect Mr S W Sinclair as a Director of the Company.

Resolution 4. To re-elect Lord Blackwell as a Director of the Company.

Resolution 5. To re-elect Mr J Colombás as a Director of the Company.

Resolution 6. To re-elect Mr M G Culmer as a Director of the Company.

Resolution 7. To re-elect Mr A P Dickinson as a Director of the Company.

Resolution 8. To re-elect Ms A M Frew as a Director of the Company.

Resolution 9. To re-elect Mr S P Henry as a Director of the Company.

Resolution 10. To re-elect Mr A Horta-Osório as a Director of the Company.

Resolution 11. To re-elect Mr N L Luff as a Director of the Company.

Resolution 12. To re-elect Mr N E T Prettejohn as a Director of the Company.

Resolution 13. To re-elect Mr A Watson as a Director of the Company.

Resolution 14. To re-elect Ms S V Weller as a Director of the Company.

Resolution 15. Implementation report section of the Directors' remuneration report

To approve the implementation report section of the Directors' remuneration report set out on pages 82 to 85 and 90 to 102 of the Annual Report and Accounts for the year ended 31 December 2015.

Resolution 16. Dividend

To declare and pay a final dividend of 1.5 pence per ordinary share in respect of the financial year ended 31 December 2015, payable on 17 May 2016 to ordinary shareholders whose names appear in the register of members at the close of business on 8 April 2016.

Resolution 17. Special dividend

To declare and pay a special dividend of 0.5 pence per ordinary share, payable on 17 May 2016 to ordinary shareholders whose names appear in the register of members at the close of business on 8 April 2016.

Resolution 18. Re-appointment of the auditor

To re-appoint PricewaterhouseCoopers LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 19. Auditor's remuneration

To authorise the Audit Committee to set the remuneration of the Company's auditor.

Resolution 20. Lloyds Banking Group Long-term Incentive Plan 2016

That the rules of the Lloyds Banking Group Long-term Incentive Plan 2016 (the '**LTIP**'), the principal terms of which are summarised in Appendix Two on pages 16 and 17 of this document and a copy of which is produced to the meeting and signed by the Chairman for the purposes of identification, be approved and the Directors be authorised to:

- (i) do all things necessary to operate the LTIP, including making such modifications as the Directors consider appropriate to take account of the requirements of the UK Listing Authority and best practice; and
- (ii) establish further plans based on the LTIP but modified to take account of local tax, exchange controls or securities laws outside the UK, provided that any new issue or treasury shares made available under such further plans are treated as counting against the plan limits in the LTIP.

Resolution 21. Lloyds Banking Group North America Employee Stock Purchase Plan 2016

That the rules of the Lloyds Banking Group North America Employee Stock Purchase Plan 2016 (the '**ESPP**'), the principal terms of which are summarised in Appendix Two on pages 16 and 17 of this document and a copy of which is produced to the meeting and signed by the Chairman for the purposes of identification, be approved and the Directors be authorised to do all things necessary to operate the ESPP. This includes making such modifications as the Directors consider appropriate to ensure the tax-qualified status of the ESPP, to take account of the requirements of the UK Listing Authority, best practice and any local tax, exchange controls or securities laws outside the UK.

For the purposes of the United States ('**U.S.**') tax rules, the aggregate number of shares that may be made available under the ESPP will not exceed 3,000,000 American Depositary Receipts ('**ADRs**', each ADR representing 4 ordinary shares of 10 pence each) and the companies whose employees may be eligible to participate in the ESPP shall be the U.S. subsidiaries of the Company and any other subsidiary of the Company as designated from time to time in accordance with the terms of the ESPP.

Resolution 22. Authority for the Company and its subsidiaries to make political donations or incur political expenditure

- (a) That the Company and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect be authorised for the purposes of Part 14 of the Companies Act 2006:
 - (i) to make political donations to political parties, and/or independent election candidates not exceeding £100,000 in total;
 - (ii) to make political donations to political organisations other than political parties not exceeding £100,000 in total; and

- (iii) to incur political expenditure not exceeding £100,000 in total,

in each case during the period from the date of the passing of this resolution and ending on the date of the next annual general meeting or on 30 June 2017, whichever is the earlier;

- (b) that all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Companies Act 2006 are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- (c) that words and expressions defined for the purpose of the Companies Act 2006 shall have the same meaning in this resolution.

Resolution 23. Directors' authority to allot shares

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:

- (i) up to an aggregate nominal amount of £2,381,821,880; and
- (ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further nominal amount of £4,763,643,760 (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 (i) 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 or on 30 June 2017, whichever is the earlier but, in each case, so that the Company may 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 ends.

Resolution 24. Directors' authority to allot shares in relation to the issue of Regulatory Capital Convertible Instruments

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:

- (i) up to an aggregate nominal amount of £1,250,000,000 in relation to the issue of Regulatory Capital Convertible Instruments; and
- (ii) 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 or on 30 June 2017, whichever is the earlier, but in each case so that the Company may 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 ends.

Resolution 25. Limited disapplication of pre-emption rights

That, subject to the passing of Resolution 23, the Directors be empowered to allot equity securities (as defined in section 560(1) of the Companies Act 2006) wholly for cash:

- (i) pursuant to the authority given by paragraph (i) of Resolution 23 or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 in each case;
 - (a) in connection with a pre-emptive offer; and
 - (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £714,546,564; and

- (ii) pursuant to the authority given by paragraph (ii) of Resolution 23 in connection with a rights issue, 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 or on 30 June 2017, whichever is the earlier, but so 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 26. Limited disapplication of pre-emption rights in relation to the issue of Regulatory Capital Convertible Instruments

That, subject to the passing of Resolution 24, 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:

- (i) pursuant to the authority given by Resolution 24 up to an aggregate nominal amount of £1,250,000,000; and
- (ii) 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 or on 30 June 2017, whichever is the earlier, but so 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 27. Authority to purchase ordinary shares

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 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 7,145,465,640;
- (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 bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003) or, from 3 July 2016, Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation;
- (d) this authority shall expire at the conclusion of the next annual general meeting or on 30 June 2017, 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.

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Resolution 28. Authority to purchase preference shares

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 of the Companies Act 2006) of the following issuances of securities:

- (a) £299,987,729 9.25 per cent non-cumulative irredeemable preference shares;
 - (b) £99,999,942 9.75 per cent non-cumulative irredeemable preference shares;
 - (c) £186,190,532 6.475 per cent non-cumulative preference shares;
 - (d) £334,951,000 6.3673 per cent non-cumulative fixed to floating rate preference shares;
 - (e) US\$750,000,000 6.413 per cent non-cumulative fixed to floating rate preference shares;
 - (f) US\$750,000,000 6.657 per cent non-cumulative fixed to floating rate preference shares; and
 - (g) US\$1,000,000,000 6.267 per cent fixed to floating rate non-cumulative callable dollar 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 which may be paid for each Preference Share is an amount equal to 140 per cent of the liquidation preference of the relevant Preference Share;
 - (iv) this authority shall expire at the conclusion of the next annual general meeting or on 30 June 2017, 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.

Resolution 29. Adoption of new articles of association

That the draft articles of association of the Company produced to the meeting and signed by the Chairman for the purposes of identification, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Resolution 30. Notice period for general meetings

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 unless such authority is renewed at a general meeting of the Company before then.

A member entitled to attend and vote at the annual general meeting can appoint a proxy or proxies to attend, speak and vote instead of that member.

A member may appoint more than one proxy in relation to the annual general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member.

A proxy need not be a member of the Company.

Further information relating to voting and proxy appointments can be found on pages 11 and 12 of this document.

By order of the Board



Malcolm Wood
Company Secretary

24 March 2016

Registered office:
The Mound
Edinburgh
EH1 1YZ

Registered in Scotland, No. 95000

Explanatory notes on resolutions

Resolution 1. Report and accounts

The Directors are required to present the Company's accounts and the reports of the Directors and of the auditor for the year ended 31 December 2015 at the annual general meeting.

Resolutions 2 to 14. Re-election of Directors

There have been two new appointments to the Board since the annual general meeting was held in 2015. On 1 December 2015, Deborah McWhinney was appointed to the Board and on 4 January 2016, Stuart Sinclair was also appointed to the Board, both as Independent Non-Executive Directors of the Group. Deborah McWhinney and Stuart Sinclair stand for election in accordance with the Company's articles of association (Resolutions 2 and 3).

The two new members of the Board have deep experience in banking and wider financial services. Deborah brings an extensive executive background in managing technology, operations and new digital innovations across banking, payments and institutional investment. Deborah also broadens the Board's diversity from a global market perspective. Stuart has extensive experience in retail banking and insurance, and also brings to the Board wider experience in consumer finance and asset finance. These appointments help to ensure that the Board is well placed to address future technology and market risks across the full range of business areas in which the Group operates.

Carolyn Fairbairn retired from the Board on 31 October 2015 to take up the position of Director-General of the Confederation of British Industry in November 2015. Dyfrig John notified the Board that he wishes to reduce his workload and therefore does not intend to seek re-election at the 2016 AGM.

In accordance with the provisions of the UK Corporate Governance Code (the 'Code'), all of the other Directors will retire and those willing to serve again will submit themselves for re-election at the annual general meeting (Resolutions 4 to 14).

The Chairman of the Board leads the rolling review of the Board's effectiveness, as well as that of its Committees and individual Directors, with the support of the Nomination & Governance Committee, which he also chairs. The annual evaluation of the Board provides an opportunity to consider ways of identifying greater efficiencies, maximising strengths and highlighting areas for further development. The 2015 evaluation was facilitated externally by JCA Group between October 2015 and January 2016. The review was commissioned by the Chairman, assisted by the Company Secretary and overseen by the Nomination & Governance Committee.

At the time of the 2016 AGM, Anthony Watson will have been on the Board for more than seven years. Therefore, in compliance with the Code, his review was particularly rigorous.

Anthony Watson, the Senior Independent Director, carried out the evaluation of the Chairman's performance using a questionnaire and individual meetings with Directors other than the Chairman.

The reviews concluded that the performance of the Board, its Committees, the Chairman and each of the Directors continues to be effective. All Directors demonstrated commitment to their roles.

Further information on the Board, the evaluation findings, including the roles and performance effectiveness of the Directors, can be found in the corporate governance report on pages 60 to 81 of the Annual Report and Accounts.

All Non-Executive Directors are independent in accordance with the criteria set out in the Code. The Chairman was independent on appointment.

A summary of the skills and experience of each Director proposed for election or re-election can be found in Appendix One on pages 14 and 15 of this document.

Resolution 15. Implementation report section of the Directors' remuneration report

The Company is required to ask shareholders to approve by ordinary resolution the implementation of the Directors' remuneration policy. The implementation report is set out in the Directors' remuneration report and can be found on pages 82 to 85 and 90 to 102 of the Annual Report and Accounts for the year ended 31 December 2015.

In accordance with remuneration reporting rules, the vote on the implementation report is an advisory vote. This means that the Company can still act according to the implementation report as proposed if the resolution is not approved. However, if the resolution were not to be approved, the Company would take this into account when considering future implementation reports.

At the Company's AGM in 2017, according to remuneration rules, the Company will ask shareholders to vote on a new Directors' remuneration policy. This will be a binding vote.

Resolution 16. Dividend

Shareholders are being asked to approve a final dividend of 1.5 pence per ordinary share in respect of the financial year ended 31 December 2015. An interim dividend for 2015 of 0.75 pence per ordinary share was paid on 28 September 2015, making a total dividend for the financial year ended 31 December 2015 of 2.25 pence per ordinary share excluding the special dividend referred to in Resolution 17. If the recommended dividend is approved, it will be paid on 17 May 2016 to all ordinary shareholders whose names appear in the register of members at the close of business on 8 April 2016.

The Company will continue to offer a share alternative to a cash dividend through its Dividend Reinvestment Plan ('DRIP'). Shareholders who wish to join or cancel their participation in the DRIP before payment of the recommended dividend must provide their instruction to Equiniti for receipt no later than 5.00 pm on 22 April 2016. Shareholders can find further information about the DRIP on the Company's website www.lloydsbankinggroup.com/investors

Subject to shareholder approval of the recommended final dividend, an entitlement notice in respect of the dividend paid and used to purchase shares under the DRIP will be dispatched by Equiniti to shareholders participating in the DRIP by 20 May 2016.

Resolution 17. Special dividend

The Board has recommended a special dividend of 0.5 pence per ordinary share, representing the distribution of surplus capital over and above the Board's view of the current level of capital required to grow the business, meet regulatory requirements and cover uncertainties.

If the recommended special dividend is approved, it will be paid on 17 May 2016 to ordinary shareholders whose names appear in the register of members at the close of business on 8 April 2016.

The recommended special dividend is separate to, and (if approved) will be paid in addition to, the recommended final dividend in respect of the financial year also ended 31 December 2015. The DRIP is also available for cash paid under the special dividend.

Resolutions 18 and 19. Auditor

Resolution 18 proposes the re-appointment of PricewaterhouseCoopers LLP ('PwC') as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company. The Company's Audit Committee recommends the re-appointment of PwC.

Resolution 19 follows best corporate governance practice in authorising the Audit Committee to set the auditor's remuneration.

The Audit Committee oversees the relationship with the external auditor. During the year, the Audit Committee considered the auditors' terms of engagement (including remuneration), as well as their independence and objectivity. The Audit Committee also considered the effectiveness and performance of the auditor and the audit process, and concluded that it was satisfied with the auditor's performance.

Further details of the work carried out by the Audit Committee are set out on pages 74 to 77 of the Annual Report and Accounts for the year ended 31 December 2015.

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Resolution 20. Lloyds Banking Group Long-term Incentive Plan 2016

The Company's existing long-term incentive plan, the Lloyds Banking Group Long-term Incentive Plan 2006, is due to expire in May 2016. To ensure that the Company is able to continue to provide long-term incentive awards to selected senior employees, the Company is proposing to adopt a new long-term incentive plan, the Lloyds Banking Group Long-term Incentive Plan 2016 (the 'LTIP'). The LTIP is similar to the existing plan in all material respects and the new rules have been drafted to comply with relevant regulatory requirements and market practice.

The principal features of the LTIP are set out in Appendix Two on pages 16 and 17 of this document.

Resolution 21. Lloyds Banking Group North America Employee Stock Purchase Plan 2016

The Company considers it important for all employees to have the opportunity to acquire shares in Lloyds Banking Group. In the UK, the Company currently operates the Lloyds Banking Group Sharesave and the Lloyds Banking Group Share Incentive Plan under which employees are given the opportunity to purchase shares using regular deductions from salary. There are currently no equivalent plans offered to employees in North America. Therefore, in order to enhance employee engagement and offer a competitive and tax-efficient reward package in North America, the Company is proposing to establish a U.S. tax-qualified employee stock purchase plan, the Lloyds Banking Group North America Employee Stock Purchase Plan (the 'ESPP').

The principal features of the ESPP are set out in Appendix Two on pages 16 and 17 of this document.

Resolution 22. Authority for the Company and its subsidiaries to make political donations or incur political expenditure

This resolution will renew the authority to incur expenditure which would otherwise be prohibited under Part 14 of the Companies Act 2006.

In accordance with Group policy, the Company does not make any political donations or incur political expenditure in the UK or the rest of the EU within the ordinary meaning of those words.

However, the definitions of political donations, political organisations and political expenditure used in the Companies Act 2006 are very wide and the penalties for breaching the legislation, even if inadvertent, are severe. As a result, such definitions may cover activities that form part of relationships that are an accepted part of engaging with our stakeholders.

The activities referred to above are not designed to support any political party nor to influence public support for any political party. The authority the Company is requesting is a precautionary measure to ensure that the Company can continue to support the community and put forward its views without inadvertently breaching the Companies Act 2006.

While shareholders are permitted to grant authority for up to four years, the Directors will seek shareholder authority each year in accordance with best practice.

Resolution 23. Directors' authority to allot shares

This resolution (as in previous years) renews the Directors' authority to allot shares.

It gives Directors the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

The Directors consider it desirable to have this flexibility. Paragraph (i) gives the Directors the authority to issue new shares equal to approximately one third of the whole of the issued ordinary share capital of the Company (including the limited voting shares of 10 pence each - 'limited voting shares').

Paragraph (ii) authorises the Directors to allot up to a further one-third for use only in connection with a fully pre-emptive rights issue. The aggregate of the amounts in paragraphs (i) and (ii) of Resolution 23 represents a total of approximately two-thirds of the whole of the issued ordinary share capital of the Company (including the limited voting shares). Information on the issued share capital can be found on page 11 of this document. No shares are held in treasury at this time.

This authority will expire at the conclusion of the next annual general meeting or on 30 June 2017, whichever is the earlier. There are no present plans to undertake a rights issue or to allot new shares save that the Directors may, as part of capital management planning, authorise new issuances of ordinary shares in an amount that is not material in relation to the Company's capital.

For the purposes of this resolution 'rights issue' means an offer to:

- (a) ordinary shareholders in proportion (or as near as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or jurisdiction.

Resolution 24. Directors' authority to allot shares in relation to the issue of Regulatory Capital Convertible Instruments

This resolution, as in previous years, renews the Directors' authority to allot shares or grant rights to subscribe for or convert any security into ordinary shares, in accordance with section 551 of the Companies Act 2006 up to an aggregate nominal amount of £1,250,000,000 in connection with the issue of Regulatory Capital Convertible Instruments.

The Board believes it is in the best interests of the Company to have the flexibility to issue Regulatory Capital Convertible Instruments at any time and from time to time. The authority sought in this resolution will be utilised as considered desirable to comply with or maintain compliance with such regulatory capital requirements or targets applicable to the Group.

The Company intends to seek to renew authority for the issuance of such Regulatory Capital Convertible Instruments on an annual basis. The amount of this authority is, in aggregate, equivalent to approximately 17.49 per cent of the issued ordinary share capital of the Company (including the limited voting shares) as at 23 March 2016, being the last practicable date before the publication of this document. No ordinary shares are held in treasury.

Resolutions 24 and 26 are intended to provide the Directors with the flexibility to authorise the issue of Regulatory Capital Convertible Instruments which contain contractual debt to equity conversion features. The resolutions are not intended to provide authority for any bail-in or conversion of capital or senior debt obligations pursuant to the Banking Act 2009, as amended, or otherwise.

This is separate and distinct from the authority sought in Resolution 23 which is the usual authority sought on an annual basis in line with the share capital management guidelines issued by The Investment Association.

Conditional upon the passing of Resolutions 24 and 26, the Directors would not expect to make use of Resolutions 23 and 25 to issue Regulatory Capital Convertible Instruments, although these resolutions may be used for other purposes and, if so used, would have the effect of diluting the interests of ordinary shareholders.

Regulatory Capital Convertible Instruments are additional tier 1 ('AT1') instruments which convert into ordinary shares of the Company should the Company's common equity tier 1 ratio fall below a contractually defined trigger point.

For the purpose of this resolution:

'Regulatory Capital Convertible Instruments' means any securities to be issued by the Company or any member of the Group, or by a company outside of the Group with the consent of the Company or a member of the Group and which are intended on issue to form all or part of a type or class of securities the terms of which are eligible to meet any Regulatory Capital Requirements and which are:

- (i) convertible into or exchangeable for ordinary shares of the Company; or
- (ii) issued together with share warrants relating to ordinary shares of the Company,

and in each case, which grant to, or require, the holder of such security and/or its nominee a right or obligation (as applicable) to subscribe for such ordinary shares following a specified event relating to an actual or prospective adverse change in the capital position or viability of the Company, any member of the Group or the Group as a whole or any other event specified in the Regulatory Capital Requirements as defined below and otherwise on such terms as may be determined by the Directors of the Company or a committee thereof upon issue;

‘Regulatory Capital Requirements’ means any applicable requirements specified by the Prudential Regulation Authority or other such authority having primary supervisory authority with respect to the Company from time to time in relation to the margin of solvency, capital resources, capital, contingent capital or buffer capital of the Company, a member of the Group or the Group taken as a whole; and

‘Group’ means the Company, its subsidiaries and its subsidiary undertakings from time to time.

Resolution 25. Limited disapplication of pre-emption rights

The Companies Act 2006 requires that the allotment of new shares or other equity securities are offered first to shareholders in proportion to their existing holdings.

The passing of this resolution would (as in previous years) allow Directors in limited circumstances the flexibility to finance business opportunities by allotting shares or other securities without first offering them to existing holders in proportion to their existing holdings.

The purpose of paragraph (i) of Resolution 25 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (i) of Resolution 23, or sell treasury shares (if the Company were to hold shares in treasury), for cash in connection with a pre-emptive offer or rights issue or otherwise up to a nominal value of £714,546,564 equivalent to 10 per cent of the total issued ordinary share capital of the Company excluding treasury shares as at 23 March 2016, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings. For the purposes of calculating this percentage, there are no shares held in treasury.

The purpose of paragraph (ii) of Resolution 25 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (ii) of Resolution 23, or sell treasury shares (if the Company were to hold shares in treasury), for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with the Investment Association’s Share Capital Management Guidelines, as updated in March 2015.

In applying the powers to be granted by virtue of this resolution, the Company intends also to adhere to the Pre-Emption Group’s Statement of Principles, as updated in March 2015, and not allot shares for cash on a non pre-emptive basis pursuant to the authority in paragraph (i) of Resolution 25:

- (a) in excess of an amount equal to 5 per cent of the total issued ordinary share capital of the Company (including limited voting rights but excluding treasury shares); or
- (b) in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

For the purposes of this resolution:

- (a) **‘rights issue’** has the same meaning as in the Explanatory note to Resolution 23;
- (b) **‘pre-emptive offer’** means an offer of equity securities open for acceptance for a period fixed by the Directors to (i) holders of ordinary shares (other than the Company) in the register of members on a record date fixed by the Directors in proportion to their respective holdings, and (ii) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or jurisdiction;
- (c) references to an allotment of equity securities shall include a sale of treasury shares; and
- (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Resolution 26. Limited disapplication of pre-emption rights in relation to the issue of Regulatory Capital Convertible Instruments

This resolution proposes that, without prejudice to any existing power including that contained in Resolution 25, the Directors be empowered to allot equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £1,250,000,000 in relation to the issue of Regulatory Capital Convertible Instruments wholly for cash or otherwise as if section 561 of the Companies Act 2006, to the extent applicable, did not apply to any such allotment. This is equivalent to approximately 17.49 per cent of the issued ordinary share capital of the Company (including the limited voting shares) as at 23 March 2016, being the last practicable date before the publication of this document.

Renewing this resolution will permit the Company the flexibility necessary to allot equity securities pursuant to any proposal to issue Regulatory Capital Convertible Instruments and, by virtue of such disapplication, without the need to comply with the pre-emption requirements of the UK statutory regime.

For the purposes of this resolution, Regulatory Capital Convertible Instruments has the same meanings as in the Explanatory notes to Resolution 24.

Resolutions 27 and 28. Authority to purchase ordinary shares and preference shares

These resolutions renew the authority of the Company to purchase its own ordinary shares and certain of its preference shares (as specified in the resolution wording) in the market.

The authority for the Company to purchase its ordinary shares in the market is limited to 7,145,465,640 ordinary shares, equivalent to 10 per cent of the issued ordinary share capital of the Company (including the limited voting shares) as at 23 March 2016, being the last practicable date before the publication of this document.

Any ordinary shares purchased in this way may be cancelled or held in treasury for eventual sale for cash, transfer in connection with an employees’ share plan or cancellation. The resolution explicitly authorises the Company to use any shares purchased and held in treasury for the purposes of its employees’ share plans.

If any shares were used in this way, the Company would take them into account when calculating the share issuing limits in the share plans, to the extent required under the share capital management guidelines issued by The Investment Association. There is no limit on the number or value of preference shares that can be purchased.

1,250,934,335 ordinary shares, equivalent to 1.751 per cent of the issued ordinary share capital as at 23 March 2016, may be issued on the exercise of outstanding awards and options. If the Company were to purchase and cancel shares up to the maximum permitted by this resolution, that percentage would increase to 1.945 per cent.

The Directors would exercise the authority only if they felt that to do so would be in the best interests of the Company and would result in an increase in earnings per ordinary share.

To the extent that any such shares were held in treasury, earnings per share would only be increased on a temporary basis, until the shares were sold or transferred out of treasury. Also, if the Directors were to decide to use the authority, they would, at that time, determine whether it would be in the best interests of shareholders as a whole for the shares purchased to be cancelled or held in treasury.

Resolution 29. Adoption of new articles of association

Resolution 29 proposes the adoption of new articles of association in substitution for the Company’s existing articles of association. The principal changes introduced by the new articles of association are summarised below:

(a) Bearer shares

Legislative changes made to the Companies Act 2006 in 2015, as a result of the introduction of the Small Business, Enterprise and Employment Act 2015, prohibit companies from issuing share warrants to bearer.

Accordingly, the proposed new articles of association do not include the power for the Company to issue share warrants to bearer as currently provided under existing article 17 of the Company’s articles of association.

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(b) Untraceable shareholders and unclaimed dividends

Existing articles 45 and 119 of the Company's articles of association, which relate to untraceable shareholders and unclaimed dividends, have been updated in the proposed new articles of association to reflect developing practice. In particular, the proposed new articles of association update the process to be adopted by the Company for notifying untraceable shareholders of their holdings (being those shareholders who cannot be traced after a period of 12 years during which three dividends have become payable but remain unclaimed) and selling the shares in the Company that are held by such shareholders who are untraceable. The proposed new articles of association dispense with the current requirement for the Company to place notices in respect of such untraceable shareholders in local and national newspapers. Instead there will be a requirement to use reasonable efforts to trace the relevant shareholder and notify them that the Company intends to sell their shares unless the shareholder makes contact with the Company. The Company will be entitled to use the sale proceeds for its general corporate purposes.

The proposed new articles of association amend the position set out in existing article 119 to clarify that the Company is not required to account for any dividends that remain unclaimed after a period of 12 years or other money in respect of any untraceable shares that are sold. The Company will be entitled to use such unclaimed dividends or money for its general corporate purposes.

The changes will give the Company more flexibility when trying to trace shareholders as compared with the current articles of association. The Company considers that these changes reflect best practice and are for the benefit of shareholders as a whole.

(c) Directors' fees

The Company's existing articles of association do not set out the amount of the ordinary remuneration that may be payable to the Directors (being the base fee payable to Non-Executive Directors, excluding the Chairman) in any one year other than providing that the amount may be determined by ordinary resolution of the Company (existing article 76). The current limit on the aggregate amount of such ordinary remuneration that may be paid to the Directors is £750,000. This was set by an ordinary resolution passed by shareholders on 11 May 2006 at the Company's 2006 AGM.

The proposed new articles of association provide that the aggregate amount of ordinary remuneration that may be paid to the Directors, to be divisible amongst them, shall be in a sum not exceeding £1,000,000 in any one year unless another amount is determined by ordinary resolution passed by shareholders at a general meeting of the Company. Guidance previously published by the Association of British Insurers (now the Investment Association) recommends that a company's articles of association state a monetary cap on the amount of aggregate fees payable to directors. The increase in aggregate ordinary remuneration provides additional flexibility over the number of Directors on the Board and takes into consideration an increase in the base fee payable to each Director from £65,000 to £75,000 with effect from 1 January 2016, being the first increase in the base fee since 1 January 2008.

The proposed new articles of association also amend the position of existing article 77 to clarify that any extra remuneration or other benefits paid to a Non-Executive Director in connection with any additional responsibilities that they may have to the Company falls outside of the £1,000,000 aggregate limit. Additional responsibilities include being the chairman or member of a committee or being appointed to the position of Deputy Chairman or Senior Independent Director.

A full list of Non-Executive Directors' fees is provided on page 97 of the Annual Report and Accounts for the year ended 31 December 2015.

(d) Ancillary amendments

Reference to articles that have previously been removed from the Company's existing articles of association have also been deleted in the proposed new articles of association. Subsequent numbering of the articles and relevant cross references have also been amended.

The articles of association, including the amended form of articles of association that are proposed to be adopted by Resolution 29, are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the head office of the Company at 25 Gresham Street, London EC2V 7HN and at the registered office of the Company at The Mound, Edinburgh EH1 1YZ up to and including the date of the AGM. These documents will also be made available for inspection at the Edinburgh International Conference Centre, The Exchange, Edinburgh EH3 8EE from 10.00 am on Thursday 12 May 2016 until the end of the AGM.

Resolution 30. Notice period for general meetings

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 clear days. However, shareholders can approve a shorter notice period of not less than 14 clear days for general meetings other than annual general meetings. Guidance under the UK Corporate Governance Code provides that at least 14 working days notice should be given for general meetings other than annual general meetings. Guidance published by The Institute of Chartered Secretaries and Administrators recommends that, whilst companies should aspire to give the longer notice periods, the 14 clear days notice period is the statutory notice period in respect of which companies are required to comply.

Accordingly, this resolution seeks to obtain shareholder approval for a notice period for general meetings (other than annual general meetings) of 14 clear days as required by the Companies Act 2006 and in accordance with guidance issued by Institute of Chartered Secretaries and Administrators.

It is the Company's intention only to use this authority in circumstances when it would disadvantage the Company to delay shareholder approval for an urgent matter concerning, for instance, the issue or alteration of share capital. It is not intended to use this authority for routine Company business. The Company would aspire to provide shareholders with as much notice as possible and will, should it be necessary to use this authority, provide shareholders with a clear explanation as to why a shorter notice period is necessary.

The resolution shall be valid until the conclusion of the next annual general meeting (unless the authority granted by the resolution is renewed at a general meeting of the Company before then) and it is the Company's intention to renew the authority at each annual general meeting.

Annual general meetings will continue to be held on at least 21 clear days' notice.

Important notes

Issued capital and voting rights

As at 23 March 2016 (being the last practicable date prior to the publication of this document) the total number of shares, including shares represented by American Depositary Receipts, issued by Lloyds Banking Group plc was 71,454,656,408 ordinary shares of 10 pence each. At this date, no shares were held in treasury.

80,921,051 limited voting shares of 10 pence each are in issue and held by the Lloyds Bank Foundations. These shares do not entitle the holders to vote at general meetings except in certain limited circumstances.

Each ordinary share of 10 pence carries one vote. Therefore the total number of voting rights is 71,373,735,357.

Directors

A summary of the skills and experience of each Director proposed for election or re-election can be found on pages 14 and 15 of this document. Additional details relating to the Directors and the work of the Board and its Committees can be found on pages 56 to 81 of the Annual Report and Accounts.

Attendance requirements

To be entitled to attend, speak and vote at the meeting, a shareholder's details must be entered in the register of members by 6.00 pm on Tuesday 10 May 2016.

Only shareholders, appointed proxies or corporate representatives are entitled to attend, speak and vote at the meeting.

If the meeting is adjourned, shareholders who wish to attend and vote must have their names entered in the Company's register of members by 6.00 pm on the day falling two working days prior to the date fixed for the adjourned meeting.

Voting in advance by proxy

By post: Complete the proxy/voting form and return it to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

The enclosed envelope is postage paid if mailed in the UK and also if it is mailed from overseas. You should not need to pay any additional local postal charges.

Online: Register your instruction at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder reference number noted on the enclosed proxy/voting form.

CREST: Participants can provide instructions using the CREST electronic proxy appointment service through Equiniti Limited (ID RA19) following the procedures described in the CREST manual available at www.euroclear.com

Voting deadline

Instructions, together with any supporting authority, e.g. a certified copy of a power of attorney, must be received by Equiniti no later than 11.00 am on Tuesday 10 May 2016.

For instructions submitted in CREST, the time of receipt by Equiniti will be deemed to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry of Euroclear in the manner prescribed by Euroclear. Equiniti may treat as invalid a CREST instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointing a proxy

You can appoint one or more people to attend the meeting on your behalf (your proxy). To appoint a proxy, please add the name of the person in the relevant box on the proxy card/online.

A proxy need not be a shareholder of the Company but must attend the meeting to represent a shareholder.

Appoint more than one proxy

If you wish to appoint more than one proxy, you can obtain additional proxy cards by contacting Equiniti on 0371 384 2990 or +44 121 415 7066 from outside the UK. You should indicate the number of shares for which each proxy is entitled to vote next to their name.

Revoking a proxy

Proxy appointments may be revoked or amended by written notice to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; CREST participants may also give these instructions by CREST message. To be valid, such instructions must be received by 10.00 am on Thursday 12 May 2016.

Joint shareholders

The signature of any one holder will suffice when completing the proxy/voting form. If multiple instructions are received, the instructions of the most senior joint holder will be accepted in priority to other instructions. Seniority will be determined by the order in which the names stand in the register of members for the joint holding.

Webcast

The AGM will be available to view online by webcast at www.lloydsbankinggroupagm.com. Shareholders attending the AGM may be broadcast and will be deemed to have consented to this. Shareholders choosing to view the AGM using the webcast will not be able to participate in proceedings at the AGM. It is recommended that shareholders choosing to use this service allow good time in advance of the meeting to visit the website to check system connectivity.

Indirect investors

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146(2) of the Companies Act 2006 ('Nominated Persons'). Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Attending the meeting

Information relating to the arrangements and facilities for the meeting can be found on page 19 of this document.

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Questions at the AGM

Shareholders, their appointed proxies and authorised corporate representatives have the right to ask questions at the AGM relating to the business of the meeting. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (b) the answer has already been given on a website in the form of an answer to a question; or
- (c) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.

If you intend to come to the AGM and would like to ask a question about the business of the meeting, you may register it in advance by sending it by email to AGMquestions@lloydsbanking.com. This should not be used to raise personal enquiries. If your question is not a matter for the AGM it may be referred to an appropriate team to respond. If you choose not to attend the meeting your question will not be raised at the AGM on your behalf. Shareholders are asked to be concise to ensure others who wish to ask a question are able to do so.

You may not use any electronic address provided either in this notice of AGM or any related documents to communicate with the Company for any purpose other than those expressly stated. Any electronic communication sent by a shareholder to the Company or Equiniti that is found to contain a computer virus will not be accepted.

Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. Shareholders who decide to use them will receive an electronic mail message sent to the electronic address registered. This will give details of the location on the Company's website www.lloydsbankinggroup.com where this notice, together with other relevant documents and information may be viewed. The Company will not regard itself as responsible for any failure in transmission beyond its control. There is no particular software needed, other than that which is described and is available on the Company's website.

Right to include a resolution at the AGM

Under sections 338 and 338A of the Companies Act 2006, members who satisfy the threshold requirements in those sections have the right to require the Company:

- (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
- (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

- (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
- (b) it is defamatory of any person; or
- (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must have been received by the Company not later than 30 March 2016, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Right to publish a statement about the auditor

Under section 527 of the Companies Act 2006, members who satisfy the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting for the financial year ended 31 December 2015; or
- (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which an Annual Report and Accounts were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Companies Act 2006.

Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Documents available for inspection

The following documents, which are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the head office of the Company at 25 Gresham Street, London EC2V 7HN and at the Company's registered office at The Mound, Edinburgh EH1 1YZ, will also be available for inspection at the Edinburgh International Conference Centre from 10.00 am on Thursday 12 May 2016 until the end of the meeting:

- (i) the Company's Annual Report and Accounts for the year ended 31 December 2015;
- (ii) copies of the Executive Directors' service contracts;
- (iii) copies of the Non-Executive Directors' letters of appointment; and
- (iv) a copy of the articles of association of the Company together with a copy of the amended form of the articles of association of the Company that are proposed to be adopted by Resolution 29.

Glossary of terms

The following is a brief explanation of some of the terms used within this notice of AGM and the Annual Report and Accounts or which may commonly also be used during the course of the AGM.

This glossary of terms is not intended to provide legal guidance or advice. Shareholders are advised to seek independent legal or financial advice with regards to any matters contained in this notice of AGM.

Additional Tier 1 Capital/instruments

This relates to capital instruments other than ordinary shares that meet the regulatory requirements for Tier 1 Capital. They may include instruments that convert into ordinary shares in certain circumstances.

American Depositary Receipts ('ADRs')

An ADR is a negotiable certificate issued by a U.S. bank representing a specified number of shares in non U.S. stock in respect of a non U.S. company that is traded on a U.S. exchange.

Annual General Meeting ('AGM')

A public company is required in law to hold an AGM with its shareholders and to table its accounts within six months of the end of its preceding financial year.

Basel III

This is a global regulatory standard on banking, issued by the Basel Committee on Banking Supervision, designed to strengthen capital requirements through increasing liquidity whilst reducing leverage and increasing prudential soundness of banks.

Capital

In its simplest terms, capital relates to the financial resources available for a company's use. The amount of capital available is usually calculated by deducting a company's total liabilities from its total assets.

Capital buffers

This is the amount of capital a bank holds over and above the minimum regulatory requirements. In general the regulators will set capital requirements that they expect the bank to hold, and management will set additional capital buffers to mitigate against the risk of using the regulatory buffers. During periods of economic growth, regulators will set higher capital buffers to minimise the risk of exposure to financial stress during periods when the economy shrinks (recession).

Capital Requirements Directive IV ('CRD IV')

This is the EU implementation of Basel III which introduces a supervisory framework on capital measurement and capital standards. This also includes rules on remuneration.

Common Equity Tier 1 Capital ('CET1')

This is the highest quality form of regulatory capital under CRD IV and comprises common shares issued and related share premium, together with other reserves and earnings and taking into account specified regulatory adjustments.

Contingent or Regulatory Capital Convertible Instruments

These are securities which are designed to absorb losses of Common Equity Tier 1 Capital (CET1) in stress. If the capital falls below a contractually agreed level, the security or instrument converts into ordinary shares at an agreed price, thus increasing CET1 capital. These securities must meet a number of requirements to be recognised as regulatory capital instruments.

Financial Conduct Authority ('FCA')

The FCA was formed as one of the successors to the Financial Services Authority. It is responsible for regulating firms providing financial services to consumers, regulating the conduct of retail and wholesale financial services firms, whilst maintaining the integrity of the UK's financial markets.

Leverage ratios

This is the ratio of Tier 1 Capital to total exposure to debtors and other obligations and is expressed in percentage terms. This equates to the number of times the exposure exceeds such Tier 1 Capital. The leverage ratio can be used to provide insight into a company's ability to absorb losses through capital held.

Basel III introduced a standard which is expected to require banks to hold a minimum leverage ratio in excess of 3 per cent by January 2018.

Pre-Emption Group (see The Investment Association)

This group, formed by the Association of British Insurers and the National Association of Pension Funds, now named the Pension and Lifetime Savings Association, together with City and industry representatives, controls and monitors the issue of equity securities by listed public companies.

Profit before tax

Before a company calculates its profits on which tax is payable it is allowed to deduct its expenses including operating expenses and interest payments on debt instruments or loans. The resulting figure is the profit the company has made before it incurs its tax liability.

Prudential Regulation Authority ('PRA')

The PRA was formed as one of the successors to the Financial Services Authority. It is responsible for the prudential regulation and supervision of banks, building societies, credit unions, insurers and major investment firms.

Risk Weighted Assets ('RWA')

This relates to the assets of a company, which will include for example cash, debt owed to the company, property and investments. These are assigned risk weightings between 0 per cent and 1,250 per cent according to the level of risk associated with that asset with riskier assets having higher weighting. As an example, an unsecured loan is generally likely to be considered riskier (in terms of the ability to receive repayment in full) than a loan secured with collateral such as property. The total of risk weighted assets is used to calculate a company's required capital.

The Investment Association

The body formed as a result of a merger between the Investment Affairs division of the Association of British Insurers and the Investment Management Association which represents UK investment managers and has assumed responsibility for all guidance previously issued by the Association of British Insurers.

Tier 1 Capital

Tier 1 Capital is capital of the Group that meets a number of regulatory requirements designed to demonstrate that it is highly permanent and capable of absorbing losses. It contains only Common Equity Tier 1 Capital and other capital instruments that meet these requirements (Additional Tier 1 Capital).

UK Listing Authority or UKLA

The FCA acting as the UKLA focuses on companies whose shares are admitted to trading in the UK and its Listing Rules set out obligations on listed companies.

Underlying profit

This is used by companies to show what they believe to be an accurate reflection of the profit position of the company. This is not based on the regulatory standards required to be applied to accounting standards and reports and may exclude one off charges or events.

Wholesale funding

This is a common method of fund raising by companies where large sums of capital are borrowed from other institutions. It is often a quick method of obtaining capital as it takes the form of loans rather than the issuance of bonds or shares.

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KEY

Member of Nomination & Governance Committee	NG	Member of Remuneration Committee	Re
Member of Audit Committee	A	Member of Responsible Business Committee	RB
Member of Risk Committee	Ri	Committee Chairman	

NON-EXECUTIVE DIRECTORS

01 Lord Blackwell Chairman

NG Ri Re RB

Appointed: June 2012 (Board), April 2014 (Chairman)

Skills and experience: Lord Blackwell has deep financial services knowledge as well as extensive insurance, banking, regulatory and public policy experience gained from senior positions in a wide range of industries. His breadth of experience, credibility with key stakeholders and strong leadership qualities make him an effective Chairman. He was previously the Chairman of Scottish Widows Group and Interserve plc, a former Senior Independent Director of Standard Life and also chaired their UK Life and Pensions Board. His other former Non-Executive Directorships have included Halma plc, Dixons Group and SEGRO. He was also a member of the Board of the Centre for Policy Studies, a Non-Executive Board Member of Ofcom and of the Office of Fair Trading, a Partner of McKinsey & Co. and a Director of Group Development at NatWest Group. He was Head of the Prime Minister's Policy Unit from 1995 to 1997 and was appointed a Life Peer in 1997.

External appointments: None.

02 Anita Frew Deputy Chairman and Independent Director

NG A Ri Re RB

Appointed: December 2010 (Board), May 2014 (Deputy Chairman)

Skills and experience: Anita has significant board, financial and general management experience across a range of sectors, including banking, asset management, manufacturing and utilities. Her extensive board level experience makes her an effective Deputy Chairman. Anita was Chairman of Victrex plc, having previously been its Senior Independent Director. She was also the Senior Independent Director of Aberdeen Asset Management and IMI plc, an Executive Director of Abbott Mead Vickers, Director of Corporate Development at WPP Group and a Non-Executive Director of Northumbrian Water. She has held various investment and marketing roles at Scottish Provident and the Royal Bank of Scotland.

External appointments: Chairman of Croda International Plc and a Non-Executive Director of BHP Billiton.

03 Alan Dickinson Independent Director

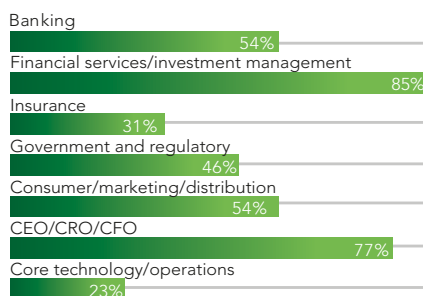
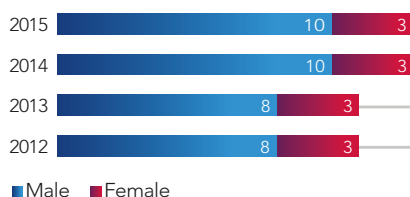
NG A Ri Re

Appointed: September 2014

Skills and experience: Alan is a highly regarded retail and commercial banker having spent 37 years with the Royal Bank of Scotland, most notably as Chief Executive of RBS UK. Alan's strategic focus and core banking experience complements the balance of skills on our Board. More recently, he was Chairman of Brown, Shipley & Co. Limited, a Non-Executive Director of Nationwide Building Society and Chairman of its Risk Committee and a Non-Executive Director of Carpetright plc.

External appointments: Non-Executive Director of Willis Limited and Chairman of its Risk Committee, Senior Independent Director of Urban & Civic plc and a Governor of Motability.

Board diversity: members and experience



This information is provided as at 31 December 2015.

04 Simon Henry Independent Director Appointed: June 2014

A Ri

Skills and experience: Simon has deep international experience in board level strategy and execution. His extensive knowledge of financial markets, treasury and risk management and his qualification as an Audit Committee Financial Expert is of particular value in our Board Risk and Audit Committees. He was previously Shell's Chief Financial Officer for Exploration & Production and prior to that Head of Group Investor Relations.

External appointments: Chief Financial Officer and an Executive Director of Royal Dutch Shell plc with responsibility for Shell's Finance, IT, Strategy and Planning functions. Chair of the European Round Table CFO Taskforce, Member of the Main Committee of the 100 Group of UK FTSE CFOs, the Advisory Panel of CIMA and of the Advisory Board of the Centre for European Reform.

05 Nick Luff Independent Director Appointed: March 2013

NG A Ri

Skills and experience: Nick has significant financial experience in the UK listed environment having served in a number of senior finance positions within a range of sectors. His background and experience enables him to fulfil the role of Audit Committee Chair and, for SEC purposes, the role of Audit Committee Financial Expert. Nick was previously the Group Finance Director of Centrica plc, Finance Director of The Peninsular & Oriental Steam Navigation Company and Chief Financial Officer of P&O Princess Cruises plc. He previously served as a Non-Executive Director and was the Audit Committee Chair of QinetiQ Group plc.

External appointments: Executive Director and Chief Financial Officer of RELX Group.

06 Deborah McWhinney Independent Director Appointed: December 2015

A Ri

Skills and experience: Deborah has an extensive executive background in managing technology, operations and new digital innovations across banking, payments and institutional investment. She broadens the Board's diversity from a global market perspective. Deborah is a former Chief Executive Officer, Global Enterprise Payments and President, Personal Banking and Wealth Management at Citibank. She was previously President of Institutional Services at Charles Schwab Corporation and held executive roles at Engage Media Services Group, Visa International and Bank of America, where she held senior roles in Consumer Banking.

External appointments: Independent Director of Fluor Corporation and IHS Corporation, a Trustee of the California Institute of Technology and of the Institute for Defense Analyses. Member of the Supervisory Board of Fresenius Medical Care AG & Co. KGaA (with effect from 12 May 2016, subject to the approval of its shareholders).

07 Nick Prettejohn Independent Director and Chairman of Scottish Widows Group Appointed: June 2014

A Ri

Skills and experience: Nick has significant financial services experience, particularly in insurance where he has served as Chief Executive of Lloyd's of London and Prudential UK and Europe as well as Chairman of Brit Insurance. He has the knowledge and experience to provide valuable insight and contribute effectively as a Non-Executive Director and Member of the Audit Committee and Risk Committee. He is a former Non-Executive Director of the Prudential Regulation Authority and of Legal and General Plc as well as Chairman of the Financial Services Practitioner Panel.

External appointments: Member of the BBC Trust, Chairman of the Britten-Pears Foundation and of the Royal Northern College of Music.

08 Stuart Sinclair Independent Director Appointed: January 2016

Ri Re

Skills and experience: Stuart has extensive experience in retail banking and insurance and also brings to the Board wider experience in consumer finance and asset finance. He is a former Non-Executive Director of TSB Banking Group plc and TSB Bank plc. Stuart was previously a Non-Executive Director of LV Group, President and Chief Operating Officer of Aspen Insurance, held Chief Executive Officer roles at GE Capital's Consumer Finance division both in the UK and China, and Director of UK Retail Banking then Chief Executive Officer of Tesco Personal Finance at Royal Bank of Scotland. He was also a Council Member of The Royal Institute for International Affairs. His early career included Managing Consultant at Braxton Associates and Partner at Mercer Management Consulting (now Oliver Wyman).

External appointments: Non-Executive Director and Chair of the Risk Committees at Provident Financial Plc, Vitality Life and Vitality Health. Senior Independent Director at QBE Insurance (Europe) Limited and Swinton Group Limited.

09 Anthony Watson CBE Senior Independent Director Appointed: April 2009 (Board), May 2012 (Senior Independent Director)

NG A Ri Re

Skills and experience: Tony is our Senior Independent Director and with over 40 years of experience in the investment management industry and related sectors, he is well placed to carry out this role. His former positions include Chief Executive of Hermes Pensions Management and Chairman of the Asian Infrastructure Fund, MEPC, the Marks & Spencer Pension Trustees and of the Strategic Investment Board (Northern Ireland). He is also a former Member of the Financial Reporting Council, a Senior Independent Director of Hammerson and a Non-Executive Director of the Shareholder Executive and Vodafone Group.

External appointments: Senior Independent Director of Witan Investment Trust, Chairman of the Lincoln's Inn Investment Committee and a member of the Norges Bank Investment Management Corporate Governance Advisory Board.

10 Sara Weller CBE Independent Director Appointed: February 2012

Ri Re RB

Skills and experience: With a background in retail and associated sectors, including financial services, Sara brings a broad perspective to the Board. She is a strong advocate of customers and of the application of new technology, both of which directly support Lloyds Banking Group's strategy. Sara has considerable experience of boards at both executive and non-executive level. Her previous appointments include Managing Director of Argos, various senior positions at J Sainsbury including Deputy Managing Director, Lead Non-Executive Director at the Department of Communities and Local Government, a Non-Executive Director of Mitchells & Butler as well as a number of senior management roles for Abbey National and Mars Confectionery.

External appointments: Non-Executive Director of United Utilities Group and Chair of their Remuneration Committee, a Governing Council Member of Cambridge University, Chairman of the Planning Inspectorate and Board member at the Higher Education Funding Council.

EXECUTIVE DIRECTORS

11 António Horta-Osório Executive Director and Group Chief Executive Appointed: January 2011 (Board), March 2011 (Group Chief Executive)

Skills and experience: António brings extensive experience in, and understanding of, both retail and commercial banking. This has been built over a period of more than 25 years, working both internationally as well as in the UK. António's drive, enthusiasm and commitment to customers, along with his proven ability to build and lead strong management teams, brings significant value to all stakeholders of Lloyds Banking Group. Previously he worked for Goldman Sachs, Citibank and held various senior management positions at Grupo Santander before becoming its Executive Vice President. He was a Non-Executive Director of Santander UK and subsequently Chief Executive. He is also former Non-Executive Director of the Court of the Bank of England and Governor of the London Business School.

External appointments: Non-Executive Director of EXOR S.p.A., Fundação Champalimaud and Sociedade Francisco Manuel dos Santos in Portugal, a member of the Board of Stichting INPAR and Chairman of the Wallace Collection.

12 George Culmer Executive Director and Chief Financial Officer Appointed: May 2012 (Board)

Skills and experience: George is a chartered accountant with extensive operational and financial expertise including strategic and financial planning and control. He has worked in financial services in the UK and overseas for over 20 years. George was an Executive Director and Chief Financial Officer of RSA Insurance Group, the former Head of Capital Management of Zurich Financial Services and Chief Financial Officer of its UK operations as well as holding various senior management positions at Prudential. He is a Non-Executive Director of Scottish Widows.

External appointments: None.

13 Juan Colombás Executive Director and Chief Risk Officer Appointed: January 2011 (Chief Risk Officer), November 2013 (Board)

Skills and experience: Juan has significant banking and risk management experience, having spent 30 years working in these fields both internationally and in the UK. Juan is responsible for developing the Group's risk framework, recommending its risk appetite and ensuring that all risks generated by the business are measured, reviewed and monitored on an ongoing basis. He was previously the Chief Risk Officer and Executive Director of Santander's UK business. Prior to this position, he held a number of senior risk, control and business management roles across the Corporate, Investment, Retail and Risk Divisions of the Santander Group. He has served as the Group's Chief Risk Officer and as a member of the Group Executive Committee since January 2011.

External appointments: Vice Chairman of the International Financial Risk Institute.

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Appendix Two – Incentive Plans

The principal terms of the Lloyds Banking Group Long-term Incentive Plan 2016 (the 'LTIP') and the Lloyds Banking Group North America Employee Stock Purchase Plan 2016 (the 'ESPP', together the 'Plans') are set out below.

The Plans are administered by the Remuneration Committee of the Company or such other authorised person(s), as appropriate (the 'Committee').

The Lloyds Banking Group Long-term Incentive Plan 2016

Overview

The LTIP replaces the Company's existing long-term incentive plan, the Lloyds Banking Group Long-term Incentive Plan 2006, which is due to expire in May 2016, and is materially similar in all respects.

Under the LTIP, conditional share awards and options ('Awards') may be granted at the discretion of the Committee. The vesting of Awards may be subject to the satisfaction of a performance condition which will be measured over a performance period determined by the Committee (typically three financial years). Awards to Executive Directors will always be subject to a performance condition as set out in the Company's approved remuneration policy.

Grant of Awards

Awards under the LTIP will normally only be granted within 42 days after shareholders' approval of the LTIP or the announcement of the Company's results for any period. Awards may also be granted at other times in exceptional circumstances.

Eligibility

Any employee or Executive Director of the Company, any of its subsidiaries or designated associated companies are eligible to participate in the LTIP, subject to any selection criteria that the Committee may set.

Performance conditions

Any performance condition must be specified at the date the Award is granted. It can be waived or varied by the Committee in limited circumstances where it reasonably considers it appropriate to do so provided that any amended performance condition is no less difficult to satisfy.

Other conditions may be imposed and must be specified at the date the Award is granted.

Details of performance conditions applicable to Awards granted to the Executive Directors will be set out in the Company's approved remuneration policy.

Retention period

Vested shares received by Executive Directors may be subject to a retention period in line with regulatory requirements.

Individual limits

Under the LTIP, the market value of shares comprised in an Award granted in respect of any financial year may not exceed 300 per cent of the participant's annual basic salary. However, in exceptional circumstances and subject to any applicable limit under the Company's approved remuneration policy and any regulatory requirements, the Committee may determine that Awards be granted in excess of that limit.

Deferral, malus and clawback

Awards may and, where required by regulatory or corporate governance requirements, will be subject to deferral, malus and clawback as set out in the Company's deferral and performance adjustment policy, as amended from time to time, and the Company's remuneration policy. In addition, vesting or exercise of an Award may be delayed where there is an ongoing investigation to determine whether malus should be applied.

Dividend equivalent

Subject to any regulatory requirements, additional shares or cash may be awarded on the vesting or exercise of Awards under the LTIP to take account of dividends that would have been paid on the number of shares which vest between grant and vesting.

Leaving employment and death

Participants who leave employment will normally forfeit their Awards when they leave. However, Awards will not be forfeited if participants leave due to: ill-health; injury; disability; retirement; redundancy; death; the sale or transfer of their employing company or business out of the Group; or, at the discretion of the Committee, for any other reason. Where this applies, an Award which is subject to a performance condition will normally continue until the normal vesting date. The performance conditions will then be applied and the number of shares acquired will be reduced on a pro rata basis to take account of the proportion of the performance period when the participant was not in employment. In exceptional circumstances and on death, an Award may vest immediately on leaving employment or on death but only to the extent that the performance conditions have, in the opinion of the Committee, been satisfied up to the date of leaving or death. Awards will be pro rated for time as described above.

Change of control and other corporate events

In the event of a takeover, scheme of arrangement, merger or other corporate event, Awards will generally vest at the time of the relevant event to the extent that any performance conditions have been satisfied at that time. The number of shares received will be reduced pro-rata to reflect the acceleration of Awards, unless the Committee decides otherwise. Alternatively, participants may be required or allowed to exchange their Awards for equivalent awards over shares in the acquiring company.

The Lloyds Banking Group North America Employee Stock Purchase Plan 2016

Overview

The ESPP is a U.S. tax-qualified employee stock purchase plan under which eligible employees are offered the opportunity to acquire shares in the Company. Under the ESPP, participants elect to save a proportion of their regular salary in exchange for the grant of an option. At the end of the savings period, the participants are able to exercise the option using their accumulated savings and acquire shares at a discount. It is intended that shares purchased under the ESPP will be provided in the form of American Depositary Receipts ('ADRs').

The U.S. tax rules governing employee stock purchase plans require the Company to state in the plan rules the aggregate number of shares that will be available for purchase by the employees. The total number of shares that will be made available under the ESPP will not exceed 3,000,000 American Depositary Receipts (each ADR representing 4 ordinary shares of 10 pence each).

Eligibility

All employees of any U.S. or other subsidiary designated by the Committee must be invited to participate in the ESPP.

The Committee may adopt such eligibility requirements for each operation of the ESPP as it determines provided that such eligibility requirements are in compliance with the U.S. tax rules and are applied equally to all employees.

Savings period

Under the ESPP, participants agree to save for a period up to 27 months as determined by the Committee (currently intended to be six months). For each operation of the ESPP, the Committee will determine the maximum amount an employee can elect to save under the ESPP (currently intended to be US\$800 per month). This amount will not exceed the annual employee purchase limit under the U.S. tax rules for employee stock purchase plans (currently US\$ 25,000).

Amounts saved may be subject to interest which can also be used to purchase shares under the ESPP. At the end of the savings period, the options are exercised automatically and the shares are purchased with the amount saved by participants, or the participant can elect to have the amount saved returned to them.

Option price

Under the ESPP rules, participants can purchase shares either at 85 per cent of the fair market value of shares at the start or at the end of the savings period (or the lower of the two prices).

However, it is currently intended that the ESPP will be operated on the basis that shares will be acquired by participants at 85 per cent of the fair market value at the start of the savings period.

Leaving employment

In the event a participant leaves employment, any savings held will be repaid and any outstanding option will be cancelled.

Change of control and other corporate events

On a takeover, scheme of arrangement or other corporate event, the Committee may decide that outstanding options are exercised and shares are purchased with the amount saved as at the time of the event. Alternatively, the options may be exchanged for equivalent options over shares in the acquiring company or the amounts saved (including any interest, as applicable) may be returned to participants.

Common provisions

The following provisions are common to both the ESPP and the LTIP (the 'Plans').

Plan limits

In any 10 year period, not more than 10 per cent of the issued ordinary share capital of the Company may be issued or issuable under the Plans and all other employees' share plans operated by the Company. In addition, in any 10 year period, not more than 5 per cent of the issued ordinary share capital of the Company may be issued or issuable under the LTIP and all other discretionary share plans adopted by the Company.

These limits do not include awards and options which have lapsed or been surrendered. Awards and options may also be satisfied using treasury shares. If such shares are used, the Company will, so long as required under the Investment Association Guidelines, count them towards the plan limits set out above.

Variation in share capital

Awards and options (including the option price) may be adjusted following a variation in share capital of the Company, a demerger, a special dividend or any other corporate event which might affect the value of an award or option.

Amendments to the rules of the Plans

The Committee may at any time amend the rules of the Plans in any way. However, provisions relating to: eligibility; individual and plan limits; maximum savings limits; the option price; a participant's entitlement to cash or shares under the Plans; the adjustment of awards and options on a variation of capital; and the amendment of the Plans cannot be amended to the advantage of participants without prior approval of the shareholders in general meeting.

The Committee is able to make minor amendments to the Plans without shareholder approval to: benefit the administration of the Plans; comply with any changes in legislation; and maintain favourable tax treatment, exchange controls or regulatory treatment for the Company, any subsidiary or any participant.

General

Participants will not have any shareholder rights until the shares subject to awards and options have been issued or transferred to the participant.

Awards and options are personal to the participant and may not generally be transferred or assigned.

Any shares issued under the Plans will rank equally with shares of the same class in issue on the date of allotment.

Benefits granted under the Plans are not pensionable.

The Plans may be terminated at any time and, in any event, no grants may be made after the tenth anniversary of the Plans' approval by shareholders.

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Frequently asked questions

What is an AGM?

Details are set out in the Glossary on page 13 of this document.

Why are you holding the AGM in Scotland?

The Company's articles of association require the Company to hold its AGM in Scotland.

How do I get to the Edinburgh International Conference Centre?

The reverse of the attendance card sets out some useful travel information including a QR code which, when scanned, will take you to the website of the Edinburgh International Conference Centre for further information.

Why should I vote?

It is your right as a shareholder to vote on matters put to the AGM and every shareholder is encouraged to vote. Your opinion counts and is very important in informing the Board on shareholder views. We urge you to use this opportunity to vote.

How do I return the proxy or voting form?

Please use the enclosed envelope. Postage for UK residents has already been paid. Likewise the enclosed envelope can be used if you are mailing your proxy or voting form from overseas; you should not need to pay any further local postage costs.

Can I lodge my proxy and voting instructions online?

Yes. Please see the reverse side of the proxy or voting form for details on how to do this.

What is a proxy and who can be one?

A proxy is someone appointed by you to attend the meeting and vote on your behalf. This can be a person of your choosing or the Chairman of the meeting. A proxy does not need to be a shareholder in the Company but must attend the meeting if your votes are to be cast.

I have shares in the Lloyds Banking Group Shareholder Account ('LBGSA'). The voting form does not provide an option to appoint a proxy, why is this?

In accordance with the terms and conditions of the LBGSA, only Equiniti Financial Services Limited can carry out your instructions in relation to these shares.

Can I receive a paper copy of the Annual Report and Accounts?

Yes. Please contact the Company's registrar, Equiniti. Their contact details are provided below.

Is it possible to receive a large print, audio or Braille version of the annual reports or AGM communications?

Yes. Please contact Equiniti for assistance.

How can I contact Equiniti?

By post:
Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA

By telephone:
From UK: 0371 384 2990
Outside UK: +44 121 415 7066
Textphone: 0371 384 2255

Lines are open 8.30 am to 5.30 pm Monday to Friday excluding English and Welsh public holidays.

Please have the enclosed proxy or voting form to hand as you may be asked to quote your Shareholder reference.

Calls to 03 numbers will cost no more than a national rate call to an 01 or 02 number. Calls to +44 121 415 7066 from outside the UK are charged at applicable international rates.

Where can I learn more about the terms used in this notice of meeting?

The Glossary on page 13 of this document, sets out a brief explanation of some of the terms used in this notice of AGM and the Annual Report and Accounts and terms which may commonly be used during the course of the AGM.

A glossary covering the terms and definitions used by Lloyds Banking Group is on the Company's website at www.lloydsbankinggroup.com/investors

Annual general meeting arrangements and facilities

The day of the AGM

The following times are indicative only and may change:

9.30 am

Doors open for shareholder registration
Refreshments available
Questions can be pre-registered
Shareholder and customer enquiry desks open

From 10.30 am

Shareholders invited to take seats in auditorium

11.00 am

Chairman opens the meeting
Webcast opens

11.05 am

Presentations by the Chairman and the Group Chief Executive

11.30 am

Shareholders invited to ask questions

1.00 pm

Shareholders invited to vote on resolutions
Preliminary results of each resolution are displayed after vote taken

1.30 pm

Chairman closes the meeting
Refreshments available

2.30 pm

Venue closes and shareholders invited to depart

Entrance

Doors will open at 9.30 am. All attendees will be asked to register at the shareholder registration desks on arrival.

Venue accessibility

The Edinburgh International Conference Centre is fully accessible for people with disabilities, including wheelchair access and induction loop fitting. A sign language interpreter will be provided during the AGM.

Security

Attendees may be subjected to bag searches and should leave large bags in the cloakroom provided. No photographic or recording equipment is permitted. Attendees will be asked to ensure that mobile telephones and other communication devices are switched off for the duration of the AGM.

Question registration

A question registration desk will be available for those shareholders who wish to ask a question about the proposed resolutions. Shareholders may also register their question in advance by email to AGMquestions@lloydsbanking.com

AGM duration and question handling

The AGM may last for up to three hours. Shareholders will hear from the Chairman and Group Chief Executive and will be provided with an opportunity to ask questions prior to voting on the proposed resolutions. Shareholders are asked to be concise to ensure that others who wish to ask a question are able to do so.

Voting

Voting at the AGM will be by poll using electronic voting handsets. This is a fair and democratic way to ensure that votes validly lodged by shareholders, regardless of whether they are able to attend the meeting, are included within the voting results.

Webcast

The AGM is available via live webcast, at www.lloydsbankinggroupagm.com. Shareholders attending the AGM may be broadcast and by attending, will be deemed to have consented to being broadcast.

Refreshments

Tea, coffee and biscuits will be served both before and after the AGM.

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