**SUPPLEMENTARY PROSPECTUS DATED 1 MAY 2018**

LLOYDS BANK

**LLOYDS BANK PLC**

*(incorporated in England with limited liability under the Companies Act 1862 and the Companies Act 1985 with registered number 2065)*

**€60 billion Global Covered Bond Programme**

unconditionally and irrevocably guaranteed as to payments of interest and principal by

**LLOYDS BANK COVERED BONDS LLP**

*(a limited liability partnership incorporated in England and Wales registered number OC340094)*

This Supplement (the **Supplement**) to the prospectus dated 17 April 2018, which together constitute a base prospectus (the **Prospectus**) for the purposes of Article 5.4 of Directive 2003/71/EC (as amended), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the €60 billion Global Covered Bond Programme (the **Programme**) established by Lloyds Bank plc (the **Issuer**).

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and the documents incorporated by reference therein. Capitalised terms used in this Supplement but not defined herein shall have the meanings ascribed to them in the Prospectus.

The Issuer and Lloyds Bank Covered Bonds LLP (the **LLP**) accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and the LLP (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Purpose of this Supplement**

The purpose of this Supplement is to:

(a) incorporate by reference into the Prospectus the Issuer's Q1 2018 Interim Management Statement (as defined in this Supplement), which was published on the website of Lloyds Banking Group on 25 April 2018;

(b) incorporate by reference into the Prospectus the LLP's 2017 Annual Report (as defined in this Supplement); and

(c) update the no significant change statement of the LLP.

**Documents Incorporated by Reference**

By virtue of this Supplement, the following documents, which have previously been filed with the Financial Conduct Authority or the Registrar of Companies, shall be deemed to be incorporated in, and form part of, the Prospectus and supplement the section entitled "*Documents Incorporated by Reference*" on page 13 of the Prospectus:

(i) the Q1 2018 Interim Management Statement of the Issuer for the three months ended 31 March 2018 (the **Q1 2018 Interim Management Statement**); and

(ii) the audited 2017 Annual Report of the LLP for the year ended 31 December 2017 (the **LLP 2017 Annual Report**).

Any documents themselves incorporated by reference in the documents incorporated by reference herein shall not form part of the Prospectus.

**General Information**

**Significant or Material Change**

The last sentence under the paragraph headed "Significant or Material Change" on page 250 of the Prospectus, which states “There has been no significant change in the financial or trading position of the LLP since 31 December 2016, the date to which the LLP's last published audited financial information was prepared and there has been no material adverse change in the prospects of the LLP since 31 December 2016” shall be deleted, and replaced with "There has been no significant change in the financial or trading position of the LLP since 31 December 2017, the date to which the LLP's last published audited financial information was prepared and there has been no material adverse change in the prospects of the LLP since 31 December 2017”.

The Issuer will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Prospectus. Written or oral requests for such documents should be directed to the Issuer at its principal office at 25 Gresham Street, London, EC2V 7HN. Copies of the documents incorporated by reference in this Supplement will be available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.