PARTICULARS OF THE RIGHTS ATTACHING TO ORDINARY SHARES (EACH A "**SHARE**" AND TOGETHER THE "SHARES") IN THE CAPITAL OF LLOYDS BANKING GROUP PLC (THE "**COMPANY**")

(a) Particulars of any voting rights, including rights that only arise in certain circumstances

Subject to any restrictions as to voting attached by or in accordance with the Company's Articles of Association: (i) on a vote by show of hands every member who is present in person and every proxy present who has been duly appointed by a member entitled to vote on the resolution shall have one vote; and (ii) on a poll, each Share carriers the right to one.

The right to vote in a general meeting is determined by reference to the register of members at a time specified in the notice of such meeting, being not more than 48 hours before the general meeting in question.

(b) Particulars of any rights as respects dividends, to participate in a distribution

All dividends shall (as regards to any Shares not fully paid throughout the period, in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid on the Shares during any portion or portions of the period in respect of which the dividend is paid. Dividends may only be paid out of profits available for distribution. If and so far as the directors consider the profits of the Company justify such payments, the directors may recommend the payment of fixed dividends on fixed dates and may also from time to time pay interim dividends on such dates and in respect of such periods as they think fit. The Company may by ordinary resolution declare dividends but no such dividend shall exceed the amount recommended by the directors.

Any dividends that have not been cashed or claimed by a member or person entitled to it by law after a period of 12 years from the date on which such dividend was declared shall be forfeited and shall revert to the Company. The Company shall not be liable in any respect nor required to account to the relevant member entitled to such dividends and the Company shall be entitled to use such dividends for the Company's benefit in any manner that the directors may from time to time think fit.

If authorised by an ordinary resolution, and subject to the provisions of the Company's Articles of Association, the directors of the Company may offer shareholders the right to receive an allotment of new ordinary shares credited as fully paid instead of a dividend.

(c) Particulars of any pre-emption rights in offers for subscription of the same class

Any equity securities issued by the Company for cash must first be offered to the holders of the Shares in proportion to their shareholdings under the Companies Act 2006. Such pre-emption rights may be disapplied by a special resolution of the shareholders, whether generally or specifically, for a maximum period not exceeding five years.

(d) Particulars of any rights to share in the Company's profits

The Shares do not carry any rights to share in the Company's profits.

(e) Particulars of any rights, as respects capital, to participate in a distribution (including on winding-up)

Under the Company's Articles of Association, if the company shall be wound-up (whether the liquidation is voluntary, under supervision, or by the court), the liquidator may, with the authority of a shareholder resolution, divide among the members the assets of the Company. The Shares do not carry any other rights to share in any surplus (including in the event of a liquidation) other than those that exist as provided by law.

(f) Whether the Shares are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder and any terms or conditions relating to the redemption of these Shares

The Shares are not redeemable.

(g) Whether the Shares are to be convertible or are liable to be converted at the option of the Company or the shareholder and any terms or conditions relating to the conversion of these Shares

The Shares are not convertible.