**COMPANY NUMBER: SC095000**

**LLOYDS BANKING GROUP PLC**

(the ‘**Company**’)

At the annual general meeting of the members of the Company held at the SEC Armadillo, Exhibition Way, Glasgow, G3 8YW on Thursday, 18 May 2023 at 11.00 am, Resolutions 1 to 21 (inclusive) were passed as ordinary resolutions and Resolutions 22 to 27 (inclusive) were passed as special resolutions. At the annual general meeting of the members of the Company held the following resolutions were passed:

**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 2022.”

**Resolution 2.**

“To elect Ms C L Turner as a director of the Company.”

**Resolution 3.**

“To elect Mr J S Wheway as a director of the Company.”

**Resolution 4.**

“To re-elect Mr R F Budenberg as a director of the Company.”

**Resolution 5.**

“To re-elect Mr C A Nunn as a director of the Company.”

**Resolution 6.**

“To re-elect Mr W L D Chalmers 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 S C Legg as a director of the Company.”

**Resolution 9.**

“To re-elect Lord Lupton as a director of the Company.”

**Resolution 10.**

“To re-elect Ms A F Mackenzie as a director of the Company.”

**Resolution 11.**

“To re-elect Ms H Mehta as a director of the Company.”

**Resolution 12.**

“To re-elect Ms C M Woods as a director of the Company.”

**Resolution 13. Directors’ Remuneration Policy**

“To approve the Directors’ Remuneration Policy set out on pages 125 to 133 of the Annual Report and Accounts for the year ended 31 December 2022.”

**Resolution 14. Directors’ remuneration report**

“To approve the directors’ remuneration report in the form set out on pages 105 to 124 of the Annual Report and Accounts for the year ended 31 December 2022.”

**Resolution 15. Dividend**

“To declare and pay a final dividend of 1.60 pence per ordinary share in respect of the financial year ended 31 December 2022, payable on 23 May 2023 to ordinary shareholders whose names appear in the register of members at the close of business on 14 April 2023.”

**Resolution 16. Re-appointment of the auditor**

“To re-appoint Deloitte 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 17. Auditor’s remuneration**

“To authorise the Audit Committee to set the remuneration of the Company’s auditor.”

**Resolution 18. Lloyds Banking Group Long Term Incentive Plan 2023**

“That the rules of the Lloyds Banking Group Long Term Incentive Plan 2023 (the ‘LTIP’), the principal terms of which are summarised in Appendix 2 to this notice, and a copy of which is produced to the meeting and signed by the Chair for the purposes of identification, be approved and the directors be authorised to:

1. 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 Listing Rules and best practice; and
2. 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 19. Authority for the Company and its subsidiaries to make political donations or incur political expenditure**

1. “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:
2. to make political donations to political parties, and/or independent election candidates not exceeding £100,000 in total;
3. to make political donations to political organisations other than political parties not exceeding £100,000 in total; and
4. 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 of the Company or at the close of business on 30 June 2024, whichever is the earlier;

1. 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
2. that words and expressions defined for the purpose of the Companies Act 2006 shall have the same meaning in this resolution.”

**Resolution 20. 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:

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

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

**Resolution 21. 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:

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

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

**Resolution 22. Limited disapplication of pre-emption rights**

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

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

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

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

**Resolution 23. Limited disapplication of pre-emption rights in the event of financing an acquisition transaction or other capital investment**

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

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

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

**Resolution 24. Limited disapplication of pre-emption rights in relation to the issue of Regulatory Capital Convertible Instruments**

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

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

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

**Resolution 25. 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(4) of the Companies Act 2006) of ordinary shares of 10 pence each in the capital of the Company and where such shares are held in treasury, the Company may use them for the purposes of its employees’ share plans, provided that:

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

**Resolution 26. 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(4) of the Companies Act 2006) of the following issuances of securities:

1. £252,510,147 9.25 per cent. non-cumulative irredeemable preference shares;
2. £43,630,285 9.75 per cent. non-cumulative irredeemable preference shares;
3. £47,273,816 6.475 per cent. non-cumulative preference shares;
4. US$48,990,000 6.413 per cent. non-cumulative fixed to floating rate preference shares; and
5. US$37,627,000 6.657 per cent. non-cumulative fixed to floating rate preference shares,

(together, the ‘Preference Shares’), provided that:

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

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

**Resolution 27. 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 of the Company unless such authority is renewed at a general meeting of the Company before then.”

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Stephanie Haladner

Assistant Company Secretary

18 May 2023