

Appendix 1

Exhibit A

FORM OF CERTIFICATE FOR TRANSFERS OF INTEREST IN A RESTRICTED GLOBAL CERTIFICATE FOR THE REMOVAL OF THE RULE 144A LEGEND

Lloyds TSB Bank plc

Senior Debt Issuance Programme

Series No: [●]

In connection with our sale of [●] nominal amount of Registered Notes, we confirm that such sale has been effected pursuant to and in accordance with Regulation S under the U.S. Securities Act of 1933 (the "**Securities Act**"), and accordingly we represent that:

- 1 the offer of the Registered Notes was made in an offshore transaction within the meaning of Rule 902 of Regulation S;
- 2 no directed selling efforts have been made in the United States within the meaning of Rule 903(a) or Rule 904(a) of Regulation S, as applicable; and
- 3 the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

In addition, (a) if such sale is made during the distribution compliance period applicable to the Registered Notes and the provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S are applicable thereto, we confirm that such sale has been made in accordance with the applicable provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S, as the case may be, and (b) if the undersigned is an officer or director of Lloyds TSB Bank plc or a distributor or any affiliate of Lloyds TSB Bank plc, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S. Accordingly, we request that you issue Certificates which do not bear the Rule 144A Legend. This certificate and the statements contained herein are made for your benefit and the benefit of Lloyds TSB Bank plc. Terms used in this certificate have the meanings set forth in Regulation S.

Details of the relevant accounts at Euroclear Bank S.A./N.V. or Clearstream Banking, société anonyme [, as the case may be, and The Depository Trust Company,] to be credited and debited, respectively, are as follows: [insert details]

[Name of Transferor]

By: _____
Authorised Signature

Exhibit B

**FORM OF CERTIFICATE TO BE DELIVERED IN CONNECTION WITH
TRANSFERS OF INTERESTS IN AN UNRESTRICTED GLOBAL CERTIFICATE
FOR THE ADDITION OF THE RULE 144A LEGEND**

TRANSFEROR CERTIFICATE

**Lloyds TSB Bank plc
Senior Debt Issuance Programme**

Series No: [●]

We refer to the Agency Agreement dated 10 November 2008, as supplemented by a supplemental agency agreement dated 11 February 2009 and as further amended or supplemented from time to time (the "Agency Agreement") between Lloyds TSB Bank plc and the Agents party thereto. Capitalised terms used but not defined herein shall have the meanings ascribed to them in the Agency Agreement.

This letter relates to [●] nominal amount of Notes which are held in the form of a Registered Note which does not bear the Rule 144A Legend (as defined in the Trust Deed dated 10 November 2008, as supplemented by a supplemental trust deed dated 11 February 2009 and as further amended or supplemented from time to time, constituting the Notes) in the name of [transferor] (the "transferor"). The transferor has requested an exchange or transfer of such beneficial interest in the Notes for an interest in a Registered Note bearing the Rule 144A Legend.

In connection with such request, and in respect of such Notes, the transferor hereby certifies that such Notes have been sold by the transferor pursuant to and in accordance with Rule 144A under the U.S. Securities Act of 1933 and are being transferred to a transferee which the transferor reasonably believes is purchasing the Notes for its own account or an account with respect to which the transferee exercises sole investment discretion and the transferee and any such account is a "qualified institutional buyer" as defined in Rule 144A and the transferee is aware that the sale to it is being made in reliance on Rule 144A, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.

We hereby request that you issue Registered Notes which bear the Rule 144A Legend.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorise you to produce this certificate to any interested party in such proceedings.

Yours faithfully,

[Insert name of transferor]

By : _____
Authorised Signature

Date: _____ *

* Not earlier than the certification event to which the certificate relates.