

Final Terms dated 22 March 2010

Lloyds TSB Bank plc (the "Bank")

Issue of €1,500,000,000 6.50 per cent. Dated Subordinated Notes due 2020

under the £50,000,000,000

Euro Medium Term Note Programme

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "Conditions") set forth in the Prospectus dated 4 June 2009 as supplemented by the Supplemental Prospectuses dated 12 August 2009, 11 September 2009, 24 September 2009, 13 November 2009, 4 January 2010 and 5 March 2010, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus, as so supplemented. Full information on the Bank and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus, as supplemented. The Prospectus and the Supplemental Prospectuses are available for viewing at, and copies may be obtained from, Lloyds TSB Bank plc, 25 Gresham Street, London EC2V 7HN.

1	Issuer:	Lloyds TSB Bank plc
2	(i) Series Number:	EMTN 3997
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro ("€")
4	Aggregate Nominal Amount:	
	(i) Series:	€1,500,000,000
	(ii) Tranche:	€1,500,000,000
5	Issue Price:	99.706 per cent of the Aggregate Nominal Amount
6	(i) Specified Denominations:	€50,000 plus integral multiples of €1,000 in excess thereof up to and including €99,000. No Notes in definitive form will be issued with a denomination above €99,000
	(ii) Calculation Amount:	€1,000
7	(i) Issue Date:	24 March 2010
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	24 March 2020
9	Interest Basis:	6.50 per cent. per annum Fixed Rate
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable

12	Put/Call Options:	Not Applicable
13	Status of the Notes:	Dated Subordinated
14	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	6.50 per cent. per annum payable annually in arrear
	(ii) Interest Payment Dates:	24 March in each year commencing on 24 March 2011 up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	€65.00 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual ICMA (unadjusted)
	(vi) Determination Dates:	24 March in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index Linked Interest Note and other variable-linked interest Note Provisions	Not Applicable
19	Equity Linked Interest Note Provisions	Not Applicable
20	Currency Linked Note Provisions	Not Applicable
21	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

22	Call Option	Not Applicable
23	Put Option	Not Applicable
24	Final Redemption Amount of each Note	€1,000 per Calculation Amount
25	Index Linked Redemption Notes	Not Applicable
26	Equity Linked Redemption Notes	Not Applicable
27	Relevant Assets	Not Applicable
28	Additional Disruption Events	Not Applicable
29	Credit Linked Notes	Not Applicable
30	Early Redemption Amount	
	Early Redemption Amount(s) payable on	As per Conditions

redemption for taxation reasons or on
event of default or other early
redemption:

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 31 | Form of Notes: | Bearer Notes

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note |
| 32 | New Global Note: | Yes |
| 33 | Financial Centre(s) or other special provisions relating to Payment Dates: | TARGET Business Day and London |
| 34 | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 35 | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Bank to forfeit the Notes and interest due on late payment: | Not Applicable |
| 36 | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 37 | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 38 | Consolidation provisions: | Not Applicable |
| 39 | Additional U.S. Federal Tax Considerations: | Not Applicable |
| 40 | Other final terms: | Not Applicable |

DISTRIBUTION

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| 41 | If syndicated, names of Managers: | Deutsche Bank AG, London Branch
Goldman Sachs International
HSBC Bank plc
Lloyds TSB Bank plc |
| | Stabilising Manager(s) (if any): | Lloyds TSB Bank plc |
| 42 | If non-syndicated, name of Dealer: | Not Applicable |
| 43 | U.S. Selling Restrictions: | Reg S Category 2; TEFRA D |
| 44 | Additional selling restrictions: | Not Applicable |

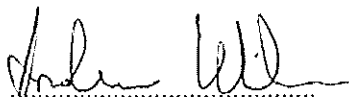
LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange plc of the Notes described herein pursuant to the £50,000,000,000 Euro Medium Term Note Programme of Lloyds TSB Bank plc.

RESPONSIBILITY

The Bank accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Bank:

A handwritten signature in black ink, appearing to read 'Andrew W.D.', is written over a dotted line.

By:

Duly authorised

PART B – OTHER INFORMATION

1 LISTING

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| (i) Listing: | London |
| (ii) Admission to trading: | Application has been made for the Notes to be admitted to trading on the regulated market of the London Stock Exchange with effect from 24 March 2010 |
| (iii) Estimate of total expenses related to admission to trading: | £4,200 |

2 RATINGS

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| Ratings: | The Notes to be issued are expected to be rated: |
| | Fitch: A+ |
| | S & P: BBB |
| | Moody's: Baa3 |

3 NOTIFICATION

Not Applicable.

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Bank is aware, no person involved in the offer of the Notes has an interest material to the offer.

5 YIELD

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| Indication of yield: | 6.541 per cent. per annum |
| | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

6 OPERATIONAL INFORMATION

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|--|--------------------------|
| ISIN Code: | XS0497187640 |
| Common Code: | 049718764 |
| Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable |
| Delivery: | Delivery against payment |
| Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |

Intended to be held in a manner which would allow Eurosystem eligibility:

Yes

Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria. As at the Issue Date, the Notes do not meet the Eurosystem eligibility criteria due to their subordinated status.