

## SUPPLEMENTARY PROSPECTUS DATED 3 MARCH 2021



### **LLOYDS BANKING GROUP plc**

*(incorporated in Scotland with limited liability with registered number 95000)*

**£25,000,000,000**

### **Euro Medium Term Note Programme**

This Supplement (the “**Supplement**”) to the prospectus dated 18 May 2020, as supplemented by the supplementary prospectuses dated 30 July 2020 and 29 October 2020, which together comprise a base prospectus (the “**Prospectus**”) for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation, and is prepared in connection with the £25,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Lloyds Banking Group plc (the “**Company**”).

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 Company accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Company (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) update certain sections of the Prospectus for regulatory changes necessitated by the end of the Brexit transition period;
- (b) update the section of the Prospectus headed “*Risk Factors*”; and
- (c) incorporate by reference into the Prospectus:
  - (i) certain information contained in the Company’s 2020 Annual Report (as defined in this Supplement), which was published via the RNS on 24 February 2021;
  - (ii) certain risk factors set out in the Company’s Form 20-F (as defined in this Supplement), which was published via the RNS on 26 February 2021;
  - (iii) the Group Chief Executive Appointment Update Announcement (as defined in this Supplement), which was published via the RNS on 24 February 2021;
  - (iv) the Board and Committee Changes Announcement (as defined in this Supplement), which was published via the RNS on 29 January 2021;

- (v) the Chair of Board Risk Committee Changes Announcement (as defined in this Supplement), which was published via the RNS on 3 December 2020; and
- (vi) the Group Chief Executive Officer Changes Announcement (as defined in this Supplement), which was published via the RNS on 1 December 2020.

#### Updates, amendments and supplements

##### (a) FRONT AND COVER PAGES

- (i) The final sentence of paragraph 3 on page 1 of the Prospectus shall be deleted in its entirety and replaced with the following:

“The Market is a regulated market for the purposes of Article 2(1)(13A) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”) (the “UK MiFIR”).”

- (ii) In paragraphs 4 to 6 on page 1 of the Prospectus:

- (A) all references to “MiFID II” (Directive 2014/65/EU (as amended) shall be construed as “UK MiFIR”.

- (B) all references to the “Prospectus Regulation” (Regulation (EU) 2017/1129 (as amended)) shall be construed as the “UK Prospectus Regulation” (Prospectus Regulation as it forms part of the UK domestic law by virtue of the EUWA).

- (iii) Paragraphs 9 and 10 on pages 1 continuing on to 2 of the Prospectus shall be deleted in their entirety and replaced with the following:

“As at the date of this Prospectus: (i) long-term senior obligations of the Company are rated “BBB+” by S&P, “A3” by Moody’s and “A+” by Fitch and (ii) short-term senior obligations of the Company are rated “A-2” by S&P, “P-2” by Moody’s and “F1” by Fitch. Each of Fitch and Moody’s is established in the United Kingdom (the “UK”) and is registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA (the “UK CRA Regulation”). S&P is not established in the UK but the ratings it has given to the long-term senior obligations and short-term senior obligations of the Company are endorsed by S&P Global Ratings UK Limited, which is established in the UK and registered under the UK CRA Regulation.

Tranches of Notes to be issued under the Programme will be rated or unrated. Where a Tranche of Notes is to be rated, such rating will not necessarily be the same as the rating assigned to the Notes already issued. Whether or not a rating in relation to any Tranche of Notes will be treated as having been issued or endorsed by a credit rating agency established in the UK and registered under the UK CRA Regulation, will be disclosed in the relevant Final Terms or Pricing Supplement. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.”

- (iv) Paragraph 1 on page 3 of the Prospectus shall be deleted in its entirety and replaced with the following:

**“This Prospectus comprises a base prospectus for the purposes of the UK Prospectus Regulation. When used in this Prospectus, “Prospectus Regulation” means Regulation (EU) 2017/1129 (as amended) and “UK Prospectus Regulation” means the Prospectus Regulation as it forms part of the UK domestic law by virtue of the EUWA.”**

- (v) The section entitled “*PRIIPS/IMPORTANT – EEA AND UK RETAIL INVESTORS*” at Paragraph 1 on page 5 of the Prospectus shall be deleted in its entirety and replaced with the following:

**“UK MIFIR PRODUCT GOVERNANCE / TARGET MARKET: The Final Terms or Pricing Supplement in respect of any Notes may include a legend entitled “UK MiFIR Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any distributor should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels. A determination will be made in relation to each issue of Notes about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger, the Co-arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.**

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS: The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.**

**PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of UK MiFIR. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.”**

- (vi) Paragraph 1 on page 7 of the Prospectus shall be deleted in its entirety and replaced with the following:

“Interest and/or other amounts payable under the Notes may be calculated by reference to certain reference rates. Any such reference rate may constitute a benchmark for the purposes of the Benchmarks Regulation (Regulation (EU) 2016/1011) as it forms part of domestic law by virtue of the EUWA (the “UK Benchmarks Regulation”). If any such reference rate does constitute such a benchmark, the applicable Final Terms or Pricing Supplement will indicate whether or not the benchmark is provided by an administrator included in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of the UK Benchmarks Regulation. Not every reference rate will fall within the scope of the UK Benchmarks Regulation. Transitional provisions in the UK Benchmarks Regulation may have the result that the administrator of a particular benchmark is not required to appear in the register of administrators and benchmarks at the date of the relevant Final Terms or Pricing Supplement (or, if located outside the UK, recognition, endorsement or equivalence). The registration status of any administrator under the UK Benchmarks Regulation is a matter of public record and, save where required by applicable law, the Company does not intend to update the relevant Final Terms or Pricing Supplement to reflect any change in the registration status of the administrator.”

**(b) DOCUMENTS INCORPORATED BY REFERENCE**

By virtue of this Supplement:

- I. the audited consolidated financial statements of the Company for the financial year ended 31 December 2020, together with the audit report thereon, as set out on pages 215 to 342 and pages 206 to 214, respectively of the Company’s Annual Report and Accounts 2020 (RNS Number 1098Q) (the “**2020 Annual Report**”), which has previously been filed with the Financial Conduct Authority;
- II. the sub-sections entitled “Economic and Financial Risks”, “Regulatory and Legal Risks” and paragraphs 1 to 11 of the sub-section entitled “Business and Operational Risks” on pages 171 to 175, pages 175 to 179 and pages 179 to 182 respectively, (together, the “**Form 20-F Risk Factors**”) of the Company’s 2020 Annual Report on Form 20-F (the “**Form 20-F**”) which was filed with the U.S. Securities and Exchange Commission and published via the RNS on 26 February 2021 (RNS Number 5527Q) and is available at <https://www.lloydsbankinggroup.com/assets/pdfs/investors/financial-performance/lloyds-banking-group-plc/2020/full-year/2020-lbg-form-20f.pdf>;
- III. the announcement entitled “Lloyds Banking Group: Update on Executive Appointment” (RNS Number 1079Q), (“**Group Chief Executive Appointment Update Announcement**”), which was published by the Company via the RNS on 24 February 2021;
- IV. the announcement entitled “Board and Committee Changes” (RNS Number 2759N) (the “**Board and Committee Changes Announcement**”), which was published by the Company via the RNS on 29 January 2021;
- V. the announcement entitled “Directorate Change – Change of Board Risk Committee” (RNS Number 4333H) (the “**Chair of Board Risk Committee Changes Announcement**”), which was published by the Company via the RNS on 3 December 2020; and

- VI. the announcement entitled “Director Change – Lloyds Banking Group plc” (RNS Number 0199H) (the “**Group Chief Executive Officer Changes Announcement**”), which was published by the Company via the RNS on 1 December 2020,

shall be deemed to be incorporated in, and form part of, the Prospectus and supplement the section entitled “*Documents Incorporated by Reference*” on pages 12 to 13 of the Prospectus.

Any documents themselves incorporated by reference in the 2020 Annual Report, the Form 20-F Risk Factors, Group Chief Executive Appointment Update Announcement, the Board and Committee Changes Announcement, the Chair of Board Risk Committee Changes Announcement or the Group Chief Executive Officer Changes Announcement shall not form part of the Prospectus.

**(c) OVERVIEW OF THE PROGRAMME**

- (i) In the section entitled “*Listing and Admission to Trading*” on page 20 of the Prospectus, the reference to “MiFID II” shall be construed “UK MiFIR”.
- (ii) Paragraphs 2 and 3 of the section entitled “*Ratings*” on pages 20 to 21 of the Prospectus shall be deleted in its entirety and replaced with the following:

**Ratings**

The credit ratings referred to and included in this Prospectus have been issued by S&P, Fitch and Moody’s. Each of Fitch and Moody’s is established in the UK and is registered the UK CRA Regulation. S&P is not established in the UK, but the ratings it has given to the long-term senior obligations and short-term senior obligations of the Company are endorsed by S&P Global Ratings UK Limited, which is established in the UK and registered under the UK CRA Regulation.

Tranches of Notes (as defined in “*Overview of the Programme – Method of Issue*”) to be issued under the Programme will be rated or unrated. Where a Tranche of Notes is to be rated, such rating will not necessarily be the same as the rating assigned to Notes already issued. Whether or not a rating in relation to any Tranche of Notes will be treated as having been issued or endorsed by a credit rating agency established in the UK and registered under the UK CRA Regulation will be disclosed in the relevant Final Terms or Pricing Supplement. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

- (iii) Paragraph 1 of the section entitled “*Selling Restrictions*” on page 21 of the Prospectus shall be deleted in its entirety and replaced with the following:

**Selling Restrictions**

United States, Prohibition of Sales to EEA Retail Investors, Prohibition of Sales to UK Retail Investors, Prohibition of Sales to Swiss Retail Investors, the UK and all jurisdictions listed in “*Selling Restrictions*”. Other restrictions may be required in connection with a particular issue of Notes. The Company is Category 2 for the purposes of Regulation S under the Securities Act.

**(d) RISK FACTORS**

The sub-sections entitled “*Economic and Financial Risks*”, “*Regulatory and Legal Risks*” and “*Business and Operational Risks*” on pages 22 to 30, pages 30 to 37 and pages 37 to 43 respectively shall be deleted in their entirety and replaced with the Form 20-F Risk Factors which have been incorporated by reference by virtue of this Supplement.

**(e) LLOYDS BANKING GROUP**

Paragraphs 5 and 6 of the section entitled “*Ratings of the Company*” on page 128 of the Prospectus shall be deleted in its entirety and replaced with the following:

“The credit ratings referred to and included in this Prospectus have been issued by S&P, Fitch and Moody’s. Each of Fitch and Moody’s is established in the UK and is registered the UK CRA Regulation. S&P is not established in the UK, but the ratings it has given to the long-term senior obligations and short-term senior obligations of the Company are endorsed by S&P Global Ratings UK Limited, which is established in the UK and registered under the UK CRA Regulation.

Tranches of Notes to be issued under the Programme will be rated or unrated. Where a Tranche of Notes is to be rated, such rating will not necessarily be the same as the rating assigned to Notes already issued. Whether or not a rating in relation to any Tranche of Notes will be treated as having been issued or endorsed by a credit rating agency established in the UK and registered under the UK CRA Regulation will be disclosed in the relevant Final Terms or Pricing Supplement.”

**(f) SELLING RESTRICTIONS**

- (i) the paragraph entitled “*Prohibition of Sales to EEA and UK Retail Investors*” on page 147 of the Prospectus shall be deleted in its entirety and replaced with the following:

**“Prohibition of Sales to EEA Retail Investors**

Each relevant Dealer will be required to represent and agree at the time of issuance of Notes, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Prospectus as completed by the relevant Final Terms or Pricing Supplement in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision, the expression “retail investor” means a person who is one (or more) of the following:

- (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or  
(ii) a customer within the meaning of the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.”

- (ii) the following section shall be added after the existing section entitled “*Prohibition of Sales to EEA and UK Retail Investors*” on page 147 of the Prospectus:

**“Prohibition of Sales to UK Retail Investors**

Each relevant Dealer will be required to represent and agree at the time of issuance of Notes, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes to any retail investor in the UK. For the purposes of this provision, the expression “retail investor” means a person who is one (or more) of the following:

- (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or  
(ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not

qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.”

**(g) FORM OF FINAL TERMS**

- (i) The paragraph entitled “*Prohibition of Sales to EEA and UK Retail Investors*” on page 160 of the Prospectus shall be deleted in its entirety and replaced with the following:

**“UK MiFIR product governance / Professional investors and ECPs only target market:** Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”) (“UK MiFIR”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any [person subsequently offering, selling or recommending the Notes (a “distributor”)] [distributor] should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS:** The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.”

- (ii) The two paragraphs below “**PART A – CONTRACTUAL TERMS**” on page 161 of the Prospectus shall be deleted in their entirety and replaced with the following:

“[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) contained in the Trust Deed dated [date] and set forth in the Prospectus dated [date] [and the supplemental Prospectus[es] dated [date[s]]] which [together] constitute[s] a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with such Prospectus [as so supplemented] in order to obtain all the relevant information. The Prospectus [and the supplemental Prospectus[es]] [is] [are] published on the Company’s website [●].

[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) contained in the Trust Deed dated [original date] and set forth in the Prospectus dated [original date] [and the supplemental Prospectus[es] dated [date[s]]] and incorporated by reference into the Prospectus dated [current date]. This document constitutes the Final Terms of the Notes described herein for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”) and must be read in conjunction with the Prospectus dated [current date] [and the supplemental Prospectus[es] dated [date[s]]], which [together] constitute[s] a base prospectus for the purposes of the UK Prospectus Regulation in order to obtain all the relevant information, save in respect of the Conditions which are extracted from the Prospectus dated [original date] [and the Supplemental Prospectus[es] dated [date[s]]]. The Prospectuses [and the supplemental Prospectus[es]] are published on the Company’s website [●].”

- (iii) The paragraph entitled “*Relevant Benchmark[s]*” on pages 172 to 173 of the Prospectus shall be deleted in its entirety and replaced with the following:

Relevant Benchmark[s]:	[[specify benchmark] is provided by [administrator legal name]]. As at the date hereof, [[administrator legal name][appears]/[does not appear]] in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 (Register of administrators and benchmarks) of the UK Benchmarks Regulation]/[As far as the Company is aware, as at the date hereof, [specify benchmark] does not fall within the scope of the UK Benchmarks Regulation]/[Not Applicable]
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**(h) FORM OF PRICING SUPPLEMENT**

- (i) The paragraph 1 on page 174 of the Prospectus shall be deleted in its entirety and replaced with the following:

“No prospectus is required in accordance with Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”), for the issue of the PR Exempt Notes described herein. The FCA acting under Part VI of FSMA has neither approved or reviewed information contained in this Pricing Supplement.”

- (ii) The paragraph entitled “*Prohibition of Sales to EEA and UK Retail Investors*” on page 174 of the Prospectus shall be deleted in its entirety and replaced with the following:



**“UK MiFIR product governance / Professional investors and ECPs only target market:** Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any [person subsequently offering, selling or recommending the Notes (a “**distributor**”)] [distributor] should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 [(the “**Insurance Distribution Directive**”)], where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS:** The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement [Directive (EU) 2016/97][the Insurance Distribution Directive], where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.”

- (iii) The paragraph entitled “*Relevant Benchmark[s]*” on pages 185 to 186 of the Prospectus shall be deleted in its entirety and replaced with the following:

Relevant Benchmark[s]:	[[ <i>specify benchmark</i> ] is provided by [ <i>administrator legal name</i> ]]. As at the date hereof, [[ <i>administrator legal name</i> ]][ <i>appears</i> ]/[ <i>does not appear</i> ] in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 (Register of administrators and benchmarks) of the UK Benchmarks
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Regulation]/[As far as the Company is aware, as at the date hereof, [*specify benchmark*] does not fall within the scope of the UK Benchmarks Regulation]/[Not Applicable]

**(i) GENERAL INFORMATION**

- (i) In paragraph 1 on page 187 of the Prospectus, the reference to “MiFID” shall be construed as “UK MiFIR”
- (ii) The no significant change of the Group statement and no material adverse change of the Company statement at paragraph 3 on page 187 of the Prospectus shall be deleted in its entirety and replaced with the following:

“There has been no significant change in the financial position or financial performance of the Group since 31 December 2020, the date to which the Group’s last published audited financial information (as set out in the Company’s 2020 Annual Report) was prepared.

Save as disclosed in the sub-section entitled “*Risk Factors – Economic and Financial Risks – The Group’s business is subject to risks relating to the COVID-19 pandemic*”, there has been no material adverse change in the prospects of the Company since 31 December 2020, the date to which the Company’s last published audited financial information (as set out in the Company’s 2020 Annual Report) was prepared.”

The Company 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 Company at its principal office at The Mound, Edinburgh, EH1 1YZ. Copies of all documents incorporated by reference in this Supplement can also be viewed on the website of the Regulatory News Service operated by the London Stock Exchange at: <https://www.londonstockexchange.com/exchange/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.