

SECURITIES AND EXCHANGE COMMISSION

FORM 424B5

Prospectus filed pursuant to Rule 424(b)(5)

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FILER

Lloyds Banking Group plc

CIK: **1160106** | IRS No.: **000000000** | State of Incorporation: **X0**
Type: **424B5** | Act: **33** | File No.: **333-167844** | Film No.: **13519892**
SIC: **6029** Commercial banks, nec

Mailing Address
25 GRESHAM STREET
LONDON X0 EC2V 7HN

Business Address
25 GRESHAM STREET
LONDON X0 EC2V 7HN
44 0 20 7626 1500

LLOYDS TSB BANK PLC

CIK: **1167831** | IRS No.: **000000000** | State of Incorporation: **X0**
Type: **424B5** | Act: **33** | File No.: **333-167844-01** | Film No.: **13519893**
SIC: **6029** Commercial banks, nec

Mailing Address
25 GRESHAM STREET
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee⁽¹⁾
Debt Securities	\$138,000.00	\$18.82
Guarantee of Debt Securities	—	— ⁽²⁾
Total	\$138,000.00	\$18.82

(1) Calculated in accordance with Rule 457(r)

(2) Pursuant to Rule 457(n), no separate fee is payable with respect to the guarantee



Pricing Supplement No. 89
(To Prospectus Supplement dated November 25, 2011
and Prospectus dated December 22, 2010)

Filed Pursuant to Rule 424(b)(5)
Registration Nos. 333-167844 and 333-167844-01
January 7, 2013

CUSIP/ ISIN	Aggregate Principal Amount	Price to Public ⁽¹⁾	Selling Agent's Commission ⁽²⁾	Net Proceeds	Interest Type	Interest Rate	Interest Payment Frequency	Day Count Fraction	Business Day Convention	Maturity Date	First Interest Payment Date	First Interest Payment Amount	Survivor's Option	Ranking
53944XDS1/ US53944XDS18	\$138,000.00	Per Note:	\$1,000	\$10.00	\$990.00	Fixed	2.00% <i>per annum</i>	30/360	Following, unadjusted, New York and London	1/10/20	7/10/13	\$10.00 (per \$1,000 Note)	Yes	Senior Unsecured
		Total:	\$138,000.00	\$1,380.00	\$136,620.00									

Redemption Information: Non-Callable

Selling Agent: Barclays Capital Inc.

⁽¹⁾ The proceeds you might expect to receive if you were able to resell the Notes on the Issue Date are expected to be less than the issue price. This is because the issue price includes the selling agent's commission set forth above and also reflects certain hedging costs associated with the Notes. For additional information, see "Risk Factors — The issue price of the notes has certain built-in costs, including the selling agent's commission and our cost of hedging, both of which are expected to be reflected in secondary market prices" on page S-3 of the accompanying prospectus supplement. The issue price also does not include fees that you may be charged if you buy the Notes through your registered investment advisers for managed fee-based accounts.

⁽²⁾ The Selling Agent may retain all or a portion of this commission or use all or a portion of this commission to pay selling concessions or fees to other dealers. See "Supplemental Plan of Distribution" on page S-26 of the accompanying prospectus supplement.



Offering Dates: December 21, 2012 through January 7, 2013 Notes: Retail Notes, Series B
Trade Date: January 7, 2013 Issuer: Lloyds TSB Bank plc ("Lloyds Bank")
Issue Date: January 10, 2013 Guarantor: Lloyds Banking Group plc ("LBG")

Minimum Denomination/Increments: \$1,000/\$1,000
Settlement and Clearance: DTC; Book-Entry
Listing: The Notes will not be listed or displayed on any securities exchange or quotation system.

Lloyds TSB Bank plc fully and unconditionally guaranteed by **Lloyds Banking Group plc**
Survivor's Option Payment Date: Subject to limitations, each February 15 and August 15 of each calendar year. See "Risk Factors — Any Survivor's Option may be limited in amount, and any repayments made with respect to the exercise of a Survivor's Option will not be made immediately" and "Description of the Survivor's Option" starting on page S-6 and page S-17, respectively, in the accompanying prospectus supplement.

Lloyds Banking Group plc
Retail Notes, Series B
Interest Payment Dates: Interest on the Notes will be paid semi-annually in arrears on the 10th day of each January and July (each an "Interest Payment Date") beginning on (and including) July 10, 2013 and ending on the Maturity Date or the Survivor's Option Payment Date, if applicable. For additional information see "Description of the Notes and the Guarantees — Payment of Principal, Interest and Other Amounts Due" starting on page S-10 in the accompanying prospectus supplement.

If an Interest Payment Date, the Maturity Date or the Survivor's Option Payment Date, if applicable, for any Note is not a business day (as defined in the accompanying prospectus supplement), principal, premium, if any, and interest for that Note

will be paid on the next business day, and no additional interest will accrue in respect of such payments made on the next business day.

In the opinion of Davis Polk & Wardwell LLP, when the notes offered by this pricing supplement have been executed and issued by the Issuer and the Guarantor and authenticated by the trustee pursuant to the Indenture, and delivered against payment as contemplated herein, such notes will constitute valid and binding obligations of the Issuer, and the related guarantee will constitute a valid and binding obligation of the Guarantor, in each case enforceable in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability. This opinion is given as of the date hereof and is limited to the laws of the State of New York. Insofar as this opinion involves matters governed by Scots law, Davis Polk & Wardwell LLP has relied, without independent inquiry or investigation, on the opinion of Dundas & Wilson CS LLP, dated December 20, 2012 and filed by the Guarantor as an exhibit to a Report on Form 6-K on December 20, 2012. Insofar as this opinion involves matters governed by English law, Davis Polk & Wardwell LLP has relied, without independent inquiry or investigation, on the opinion of Linklaters LLP, dated December 20, 2012 and filed by the Guarantor as an exhibit to a Report on Form 6-K on December 20, 2012. The opinion of Davis Polk & Wardwell LLP is subject to the same assumptions, qualifications and limitations with respect to such matters as are contained in the opinions of Dundas & Wilson CS LLP and Linklaters LLP. In addition, the opinion of Davis Polk & Wardwell LLP is subject to customary assumptions about the establishment of the terms of the notes, the trustee's authorization, execution and delivery of the Indenture and its authentication of the notes, and the validity, binding nature and enforceability of the Indenture with respect to the trustee, all as stated in the opinion of Davis Polk & Wardwell LLP dated December 20, 2012, which was filed by the Guarantor as an exhibit to a Report on Form 6-K on December 20, 2012.

Any payments due on the Notes, including any repayment of principal, will be subject to the creditworthiness of Lloyds Bank, as the Issuer, and LBG, as the Guarantor of the Issuer's obligations under the Notes.

LBG and Lloyds Bank have filed a registration statement with the SEC for the offering to which this pricing supplement relates. Before you invest, you should read this pricing supplement together with the prospectus dated December 22, 2010 (the "**prospectus**") in that registration statement and other documents, including the more detailed information contained in the prospectus supplement dated November 25, 2011 (the "**prospectus supplement**"), that LBG and Lloyds Bank have filed with the SEC for more complete information about LBG and Lloyds Bank and this offering. You may access these documents on the SEC website at www.sec.gov. LBG's Central Index Key, or CIK, on the SEC website is 1160106 and Lloyds Bank's CIK on the SEC website is 1167831. The prospectus supplement and the prospectus may be accessed as follows (or if such address has changed, by reviewing LBG's and Lloyds Bank's filings for the relevant date on the SEC website):

- prospectus supplement dated November 25, 2011 and prospectus dated December 22, 2010: http://www.sec.gov/Archives/edgar/data/1160106/000095010311004966/dp27400_424b3.htm

Investing in the Notes involves significant risks. See "Risk Factors" beginning on page S-3 of the accompanying prospectus supplement.

The Notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

None of the Securities and Exchange Commission, any state securities commission and any other regulatory body has approved or disapproved of these Notes or passed upon the adequacy or accuracy of this pricing supplement, the accompanying prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.



January 7, 2013
