



*NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO CANADA, AUSTRALIA, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.*

**101/08**

**19 November 2008**

## **Results of General Meeting**

Lloyds TSB Group plc held its General Meeting today to vote on the proposed acquisition of HBOS plc, the proposed placing and open offer and the proposed capitalisation issue. All resolutions were passed by a significant majority.

Commenting on the positive outcome, Sir Victor Blank, Chairman of Lloyds TSB said; "Today's successful vote marks another important milestone in the proposed acquisition of HBOS plc to create the UK's leading financial services company. I am delighted that our shareholders have endorsed the compelling strategic logic for this transaction."

Eric Daniels, Group Chief Executive of Lloyds TSB further commented; "We are very pleased to have received our shareholders' endorsement for the strategy we have set out. We believe this transaction provides certainty for the shareholders of HBOS and they, along with the Lloyds TSB shareholders, will have the opportunity to share in the benefits that come from the combination. We remain on track to complete the proposed acquisition of HBOS in mid-January 2009."

Results of meeting:

<b>Resolution</b>	<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Votes Withheld</u></b>
<b>Ordinary Resolutions</b>			
1. To authorise the acquisition of HBOS plc <sup>1</sup>	2,991,725,191 shares	125,237,286 shares	23,930,925 shares
2. To authorise the waiver by the Panel in relation to the acquisition of shares by HM Treasury	2,932,923,481 shares	109,067,862 shares	23,813,989 shares
3. To increase the authorised share capital of the company and authorise the directors to allot the new shares	2,943,370,254 shares	102,076,687 shares	20,406,933 shares
4. To approve a capitalisation of the company's reserves to pay up new bonus shares	2,941,701,785 shares	101,142,385 shares	22,849,370 shares
5. Directors' fees	2,911,503,797 shares	112,738,937 shares	41,473,934 shares
6. To authorise a buyback of the preference shares to be issued to HM Treasury	2,957,967,518 shares	86,427,219 shares	21,404,020 shares

<sup>1</sup> Holders of limited voting shares in Lloyds TSB, of which there are 78,947,368 in issue, were entitled to vote in respect of Resolution 1 only.

## Special Resolutions

7. Directors' power to issue shares for cash	2,944,672,294 shares	96,835,313 shares	24,201,957 shares
8. To change the name of the company	2,950,924,006 shares	101,336,843 shares	13,564,724 shares

**On 19 November, 2008 there were 5,972,853,501 relevant shares<sup>2</sup> in issue and 372 shareholders or persons representing shareholders attended the meeting. Shareholders are entitled to one vote per share. Votes withheld are not votes and, therefore, have not been counted in the calculation of the proportion of votes for and against a resolution.**

This announcement is not a Prospectus but an advertisement and investors should not subscribe for any securities referred to in this announcement except on the basis of the information contained in the Prospectus.

These materials are not for distribution, directly or indirectly in, or into Canada, Australia, South Africa or Japan. This announcement does not constitute an offer to sell, or a solicitation of an offer to subscribe for, the securities being issued in connection with the Placing and Open Offer, in any jurisdiction in which such offer or solicitation is unlawful.

The securities mentioned herein (the "Securities") have not been, and will not be, registered under the United States Securities Act of 1933 (the "Securities Act") and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act. There will be no public offer of the Securities in the United States. Lloyds TSB securities to be received by holders of HBOS securities under the Scheme of Arrangement will be issued in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a) (10) thereof. New Lloyds TSB preference shares will be offered to non-U.S. persons outside the United States in offshore transactions in reliance on Regulation S under the Securities Act.

### *Forward-Looking Statements*

This announcement includes certain "forward-looking statements". Statements that are not historical facts, including statements about the Lloyds TSB Group's or the HBOS Group's or their respective directors' and or management's beliefs and expectations are forward-looking statements. Words such as "believes", "anticipates", "estimates", "expects", "intends", "aims", "potential", "will", "would", "could", "considered", "likely", "estimate" and variations of these words and similar future or conditional expressions, are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend upon future circumstances that may or may not occur, many of which are beyond Lloyds TSB's control and all of which are based on the Lloyds TSB Directors' current beliefs and expectations about future events. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of Lloyds TSB, HBOS or the Enlarged Group, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding Lloyds TSB's, HBOS's and the Enlarged Group's present and future business strategies and the environment in which the Enlarged Group will operate in the future. These forward-looking statements speak only as at the date of this announcement.

Examples of such forward-looking statements include, but are not limited to, statements about expected benefits and risks associated with the Acquisition and the Placing and Open Offer, projections or expectations of profit attributable to shareholders, anticipated provisions or writedowns, economic profit, dividends, capital structure or any other financial items or ratios; statements of plans, objectives or goals

---

<sup>2</sup> Figure does not include limited voting shares

of Lloyds TSB, HBOS or the Enlarged Group following completion of the Acquisition, including in relation to the achievement of anticipated cost synergies, other operating efficiencies, business growth opportunities, revenue and other benefits; statements about the future trends in interest rates, liquidity, foreign exchange rates, stock market levels and demographic trends and any impact that those matters may have on Lloyds TSB, HBOS or the Enlarged Group following completion of the Acquisition; statements concerning any future UK, US or other economic environment or performance; statements about strategic goals, competition, regulation, regulatory approvals, dispositions and consolidation or technological developments in the financial services industry; and statements of assumptions underlying such statements.

Except as required by the FSA, the London Stock Exchange, the Takeover Panel, the Listing Rules, the Prospectus Rules, the Disclosure and Transparency Rules, the City Code or any other applicable law or regulation, Lloyds TSB expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement to reflect any change in Lloyds TSB's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

#### *Dealing Disclosure Requirements*

Under the provisions of Rule 8.3 of the City Code, if any person is, or becomes, "interested" (directly or indirectly) in one per cent, or more of any class of "relevant securities" of Lloyds TSB or HBOS, all "dealings" in any "relevant securities" of that company (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 p.m. on the London business day following the date of the relevant transaction. This requirement will continue until the Effective Date, or on which the "offer period" for the purposes of the City Code otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of Lloyds TSB or HBOS, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the City Code, all "dealings" in "relevant securities" of Lloyds TSB or HBOS by Lloyds TSB or HBOS, or by any of their respective "associates", must be disclosed by no later than 12.00 noon on the London business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Panel.

#### *Responsibility*

The directors of Lloyds TSB accept responsibility for the information contained in the enclosed announcement except for information relating to the HBOS Group and the directors of HBOS. To the best of the knowledge and belief of the directors of Lloyds TSB (who have taken all reasonable care to ensure that such is the case), the information contained in the announcement for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.