

LLOYDS TSB GROUP PLC

Form 6-K

September 19, 2008

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**19 September 2008**

**Lloyds TSB announces the Placing of 284,400,000 new Lloyds TSB Ordinary Shares at a Placing Price of 270 pence per share**

Lloyds TSB Group plc ("Lloyds TSB") announces the completion of the placing announced earlier today (the "**Placing**").

A total of 284,400,000 new Lloyds TSB Ordinary Shares (the "**Placing Shares**") have been placed with institutions at a price of 270 pence per Placing Share (the "**Placing Price**"). Based on the Placing Price, the gross proceeds of the Placing are approximately GBP 767 million. The Placing Shares being issued represent an increase of approximately 5 per cent. in Lloyds TSB's current issued share capital.

The Placing Shares will, when issued, be issued credited as fully paid and will rank pari passu in all respects with the existing ordinary shares of Lloyds TSB (the "**Lloyds TSB Ordinary Shares**"), including the right to receive all dividends and other distributions declared after the date of the issue. The Placing Shares shall not be entitled to the interim dividend declared on the Lloyds TSB Ordinary Shares on 30 July 2008.

Application will be made for the Placing Shares to be admitted to the Official List of the Financial Services Authority ("**FSA**"), and to be admitted to trading by the London Stock Exchange plc on its main market for listed securities (together, "**Admission**"). Admission is expected to take place, settlement to occur and dealing in the Placing Shares to commence at 8.00 am on 24 September 2008.

This announcement is for information only and shall not constitute an offer to buy, sell, issue, or subscribe for, or the solicitation of an offer to buy, sell or issue, or subscribe for any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This announcement has been issued by and is the sole responsibility of Lloyds TSB.

The distribution of this announcement and the offering of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by Lloyds TSB or the Joint Bookrunners that would permit an offering of such shares or possession or distribution of this announcement or any other offering or publicity material relating to such shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by Lloyds TSB and the Joint Bookrunners to inform themselves about, and to observe, such restrictions.

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The price of shares and the income from them may go down as well as up and investors may not get back the full amount invested on disposal of the shares.

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In particular, the Placing Shares referred to in this announcement have not been and will not be registered under the Securities Act and may not be offered, sold or transferred in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The relevant clearances have not been, and nor will they be, obtained from the securities commission of any province or territory of Canada; no prospectus has been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance; and the Placing Shares have not been, and nor will they be, registered under or offered in compliance with the securities laws of any state, province or territory of Canada, Australia or Japan. Accordingly, the Placing Shares may not (unless an exemption under the relevant securities laws is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into Canada, Australia or Japan or any other jurisdiction outside the United Kingdom.

The Placing Shares to be issued pursuant to the Placing will not be admitted to trading on any stock exchange other than the London Stock Exchange and, to the extent required, on the New York Stock Exchange. Neither the content of Lloyds TSB website nor any website accessible by hyperlinks on Lloyds TSB website is incorporated in, or forms part of, this announcement.

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