

THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (EUWA).

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The Co-operative Bank Holdings Limited
20 November 2023

TENDER OFFER RESULTS ANNOUNCEMENT

Further to its announcements dated 13 November 2023 and 14 November 2023, The Co-operative Bank Holdings Limited (the **Offeror**) announces today the results of its invitation to holders of its outstanding £200,000,000 9.500 per cent. Fixed Rate Reset Callable Subordinated Tier 2 Notes due 2029 (ISIN: XS1986325972, such Notes originally issued by The Co-operative Bank Finance p.l.c.) (the **Notes**) to tender their Notes for purchase by the Offeror for cash up to the Maximum Acceptance Amount and subject to the satisfaction (or waiver) of the New Issue Condition (such invitation, the **Offer**).

The Offer was made on the terms and subject to the conditions contained in the tender offer memorandum dated 13 November 2023 (the **Tender Offer Memorandum**) together with the Offeror's subsequent announcement of the Maximum Acceptance Amount dated 14 November 2023 prepared by the Offeror in connection with the Offer. Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Tender Offer Memorandum.

The Expiration Deadline for the Offer was 4.00 p.m. (London time) on 17 November 2023. As at the Expiration Deadline, the Offeror had received valid tenders of £163,510,000 in aggregate nominal amount of the Notes for purchase pursuant to the Offer.

The Offeror announces that it has decided to set the Final Acceptance Amount at £163,510,000 and, therefore, it will accept for purchase all Notes validly tendered pursuant to the Offer. Settlement of the issue of the New Notes will take place on 22 November 2023, and the New Issue Condition will be satisfied following such settlement.

The Purchase Price the Offeror will pay for those Notes validly tendered and accepted for purchase pursuant to the Offer is 100 per cent. of their nominal amount, and the Offeror will also pay an Accrued Interest Payment in respect of such Notes.

Settlement of the purchase of the relevant Notes pursuant to the Offer is expected to take place on 22 November 2023, after which £36,490,000 in aggregate nominal amount of the Notes will remain outstanding.

Deutsche Bank AG, London Branch (Telephone: +44 20 7545 8011; Attention: Liability Management), **Morgan Stanley & Co. International plc** (Telephone: +44 20 7677 5040; Attention: Liability Management Team, Global Capital Markets; Email: liabilitymanagementeuropa@morganstanley.com) and **NatWest Markets Plc** (Telephone: +44 20 7678 5222; Attention: Liability Management; Email: NWMLiabilityManagement@natwestmarkets.com) are acting as Joint Dealer Managers for the Offer.

Kroll Issuer Services Limited (Telephone: +44 20 7704 0880; Attention: Owen Morris; Email: co-op@is.kroll.com; Offer Website: <https://deals.is.kroll.com/co-op>) is acting as Tender Agent for the Offer.

This announcement is released by the Offeror and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the EUWA (UK MAR), encompassing information relating to the Offer

described above. For the purposes of UK MAR and the Implementing Technical Standards, this announcement is made by Angela Catlin, Head of Investor Relations of the Offeror.

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DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire any securities is being made pursuant to this announcement. The distribution of this announcement and/or the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum come(s) are required by each of the Offeror, the Joint Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.