

The Co-operative Bank p.l.c.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, bank manager, solicitor, accountant, or other financial advisor authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your Co-operative Bank p.l.c. shares, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

A Proxy Form for use at the AGM is enclosed. To be valid, the Proxy Form should be completed and returned in accordance with the instructions set out in the Proxy Form to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but in any event so as to arrive not later than 9.00 a.m. on 28 May 2014.

Dear Shareholder

The Annual General Meeting (the 'AGM') of The Co-operative Bank p.l.c. (the '**Company**') will be held on 30 May 2014 at Clifford Chance LLP, 10 Upper Bank Street, Canary Wharf, London, E14 5JJ. The Notice of the AGM ('**Notice**') is set out in this document.

As we have described in the Annual Report which is enclosed with this document, there have been changes to the Board of Directors ('**Board**') since the last AGM and we have appointed new Non-Executive Directors who bring significant experience to the Company. The Board with the exception of Merlyn Lowther and Anne Gunther are submitting themselves for election. The biographical details of the directors are set out in this Notice. As set out in our Annual Report, both Anne Gunther and Merlyn Lowther have informed the Company that they would not be seeking re-election at the 2014 AGM of the Company and accordingly, each would retire as a director of the Company at the conclusion of the 2014 AGM.

Recommendation

The Board considers the Resolutions are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of the Resolutions.



Richard Pym
Chairman
The Co-operative Bank p.l.c.
28 April 2014

The Co-operative Bank p.l.c.
Registered in England. Registered number 00990937
Registered Office P.O. Box 101, 1 Balloon Street, Manchester, M60 4EP

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2014 AGM of The Co-operative Bank p.l.c. will be held at 9.00 a.m. on 30 May 2014 at Clifford Chance LLP, 10 Upper Bank Street, Canary Wharf, London, E14 5JJ to transact the following business:

Ordinary resolutions

To consider and, if thought fit, to pass the following Resolutions as ordinary resolutions thereon:

Resolution 1

To receive the Company's accounts and the directors' report and the auditor's report for the year ended 31 December 2013.

Resolution 2

To receive and approve the Directors' Remuneration Report for the year ended 31 December 2013.

Resolution 3

To elect Niall Booker as a director.

Resolution 4

To elect Richard Graeme Barclay Hardie as a director.

Resolution 5

To elect Dennis Holt as a director.

Resolution 6

To elect William Gennydd Thomas as a director.

Resolution 7

To elect Richard Pym as a director.

Resolution 8

To re-elect Richard Coates as a director.

Resolution 9

To appoint Ernst & Young LLP as auditor of the Company (the '**Auditor**') in place of the retiring auditor KPMG LLP, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the shareholders.

Resolution 10

To authorise the directors to determine the Auditor's remuneration.

Resolution 11

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the '**Act**'), the Company at any time during the period for which this Resolution has effect be authorised for the purposes of Part 14 of the Act during the period from the date of the passing of this Resolution until the conclusion of the next AGM of the Company to be held in 2015 or close of business on the 30 June 2015, whichever is earlier:

- (i) to make political donations to political parties, and/or independent election candidates (as such terms are defined in section 363 and 364 of the Act);
- (ii) to make political donations to political organisations other than political parties (as such terms are defined in section 363 and 364 of the Act); and

(iii) to incur political expenditure (as such terms are defined in section 363 and 364 of the Act),

up to an aggregate of £25,000 and the amount authorised under each of paragraphs (i) to (iii) shall also be limited to such amount.

Resolution 12

That the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company:

- (a) to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £4,166,666 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) of this Resolution 12 in excess of £4,166,666); and
- (b) to allot equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £8,333,333 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (a) of this Resolution 12) in connection with or pursuant to an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities, or subject to such rights, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of the AGM of the Company in 2015 (or, if earlier, the close of business on 30 June 2015) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 12 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560 of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

Special Resolutions

To consider and, if thought fit, to pass the following three Resolutions as special resolutions:

Resolution 13

That, subject to the passing of Resolution 12 above, the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash, pursuant to the authority granted by Resolution 12 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the

authority granted by paragraph (b) of Resolution 12, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 12 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this Resolution 13) up to a nominal amount of £625,000,

such power to apply until the end of the AGM of the Company in 2015 (or, if earlier, the close of business on the 30 June 2015) but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

Resolution 14

That the Company be authorised to apply a ratio of the fixed to variable components of total remuneration for "Remuneration Code Staff" that exceeds 1:1, provided that the ratio does not exceed 1:2.

Resolution 15

That a general meeting other than an AGM may be called on not less than 14 clear days' notice.

By order of the board



Brona McKeown

Company Secretary

28 April 2014

P.O. Box 101, 1 Balloon Street, Manchester M60 4EP

Registered in England and Wales

Company No. 00990937

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Notice of Meeting 2014

Notes

The Resolutions numbered 1 to 12 are proposed as ordinary resolutions, which must each receive more than 50 per cent. of the votes cast in order to be passed.

The Resolutions numbered 13, 14 and 15 are proposed as special resolutions, which must each receive at least 75 per cent. of the votes cast in order to be passed.

1. Resolution 1

The directors are required to present the accounts, directors' report and auditors' report to the meeting. These are contained in the Company's Annual Report and Accounts.

2. Resolutions 3 to 8 (Election of directors)

Resolutions 3 to 7

In accordance with the Company's Articles of Association and section B.7.1 of the UK Corporate Governance Code, all directors appointed by the Board since the date of the last AGM should be subject to election by shareholders at the first AGM following their appointment. As described in the Company's Annual Report and Accounts, Richard Pym, Dennis Holt, William Thomas, Niall Booker and Graeme Hardie were appointed during 2013 since the last AGM. The Board recommends the election of each of these directors, whose biographical details are set out below:

Niall Booker, Chief Executive Officer

The Board recommends the election of Niall Booker having considered the wide retail and corporate banking experience that Niall brings to the Company and to the Board together with his performance and contribution to date.

Niall joined the Board in June 2013. He has held a variety of senior roles at HSBC in a career of more than 30 years spanning retail and corporate banking. Most recently, he was Group Managing Director and Chief Executive Officer of HSBC North America Holdings Inc. In this role he had responsibility for working through the issues in HSBC Finance Corporation, where he was Chief Executive Officer, including working closely with the regulators of HSBC North America Holdings. Niall has been a member of the Committee of Council of Glenalmond College since 2012 and its Chairman since 2013.

Richard Graeme Barclay Hardie, Non-Executive Director

Independent: Yes

Committee membership: Risk (Chairman), Audit, Remuneration, Nomination, V & E.

The Board recommends the election of Graeme Hardie, having considered the breadth of retail banking and regulatory experience that Graeme brings to the Board, Chairmanship of the Risk Committee and membership of other Board committees together with his performance and contribution to date.

Graeme joined the Board in May 2013. He was previously Managing Director of NatWest retail bank and Executive Director of retail banking at Abbey National Bank plc. He was a senior adviser of retail markets at the Financial Services Authority (as it was known) and Non-Executive Director at Metro Bank (UK) Limited. Graeme is currently a Non-Executive Director of FNZ (UK) Ltd and is a Director of Northpoint Consultancy Services Limited.

Dennis Holt, Senior Independent Director

Independent: Yes

Committee membership: Remuneration, Nomination.

The Board recommends the election of Dennis Holt, having considered the extensive experience in the banking and insurance sector as both an Executive Director and a Non-Executive Director that Dennis brings to the Board, its Committees and the role of Senior Independent Director and his performance and contribution to date.

Dennis joined the Board in February 2014. Dennis's experience in banking and insurance spans 36 years as an Executive and a further seven as a Non-Executive Director, involving a wide range of economic and competitive environments. He spent 31 years at Lloyds TSB, latterly as Main Board Executive Director in charge of the retail bank. This was followed by five years at AXA as UK Chief Executive and a member of the Global Executive Committee. As a Non-Executive he has served amongst others as Chair of LV and of Bank of Ireland UK, as well as deputy Chair of Bank of Ireland plc. Dennis is currently Chairman of Beazley plc and its subsidiary Beazley Furlonge Limited.

William Gennydd Thomas, Non-Executive Director

Independent: Yes

Committee membership: Risk, V & E.

The Board recommends the election of Bill Thomas having considered the IT expertise and experience of major change in large organisations that Bill brings to the Board and membership of Board Committees together with his performance and contribution to date.

Bill joined the Board in October 2013. He is a former Senior Vice President of HP Enterprise Services and was on the Executive Committee of EDS plc as Executive-Vice President. He has IT expertise and is an experienced leader and general manager with a track record in leading major change in large organisations. He has extensive commercial and operational experience, working domestically and internationally with both public and private sector organisations. Bill is Chair of the Advisory Board at Cranfield University School of Management and is on the management and Board of Leeds University Business School. He is currently a Non-Executive Director of XChanging plc, GFI SA and Balfour Beatty plc and a partner in Hopton Estates.

Richard Pym, Chairman

Independent: On appointment

Committee membership: Nomination (Chairman), V & E (Chairman).

The Board recommends the election of Richard Pym, having considered the broad leadership and financial services experience Richard brings to the Chairmanship, operations and meetings of the Board and its Nomination and Values & Ethics Committees together with his performance and contribution to date.

Richard joined the Board as Chairman in June 2013. He is a Chartered Accountant, has over 21 years' experience in financial services and has held a series of senior roles, including Group Chief Executive of Alliance & Leicester plc. Richard is currently Chairman of UK Asset Resolution Limited, Bradford & Bingley plc, Northern Rock (Asset Management) plc, BrightHouse Group plc, Caversham Finance Limited and Nordax Finans AB (publ).

Resolution 8 (Re-election of director)

The Company is following the provisions of the UK Corporate Governance Code, including the recommendation that all directors should be subject to annual election by shareholders.

Richard Coates, Non-Executive Director

Independent: Yes

Committee membership: Audit (Chairman), Risk, Remuneration, Nomination, V & E.

Richard Coates has been a director since January 2013 and is standing for re-election. The Board recommends the re-election of Richard Coates, having considered the extensive experience in the retail financial services sector that Richard brings to the Board, Chairmanship of the Audit Committee and membership of other Board committees together with his performance and contribution to date.

Richard joined the Board in January 2013. He has over 25 years' experience in the retail financial services sector. Richard was a senior partner at KPMG from 1985 to 2003 in its retail financial services practice. He joined Northern Rock plc as a Non-Executive Director in August 2008 and chaired its Audit Committee from January 2010 until its acquisition by Virgin Money in January 2012. Richard is currently a Non-Executive Director of the Police Mutual Assurance Society.

3. Resolution 9 (Appointment of Ernst & Young LLP)

In connection with auditor rotation and KPMG's tenure as the Company's Auditor for around 40 years, the Board decided in early 2014 to tender the audit. KPMG did not take part in the audit tender process. Ernst & Young LLP was successful having been considered by the Audit Committee to meet the criteria for appointment. KPMG will be standing down and their appointment ceases at the 2014 AGM.

The Board has approved and recommends to shareholders the proposal that Ernst & Young LLP be selected as the Company's Auditor.

4. Resolution 10 (Auditor's Remuneration)

Resolution 10 allows the directors to set the remuneration of the auditor if authorised to do so. This Resolution 10 seeks this authority. Details of the remuneration paid to the Company's external auditor for 2013 is contained in the Annual Report and Account for 2013.

5. Resolution 11 (Political donations)

Resolution 11 concerns Part 14 of the Act which provides that political donations made by a company to political parties, to other political organisations and to independent election candidates or political expenditure incurred by a company, must be authorised in advance by shareholders.

It is not the policy of the Company to make donations to political parties, other political organisations or independent election candidates and the directors have no intention of changing that policy. However, as a result of the wide definitions in the Act, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the Government and political parties at local, national and European level) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Act.

This Resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Act and is intended to authorise normal donations and expenditure. If passed, it will allow the Company to make donations to political parties, other political organisations and independent election candidates and to incur political expenditure (as defined in the Act) up to an aggregate limit of £25,000 in the period from the date of the AGM of the Company in 2014 to the conclusion of the AGM in 2015 or close of business on 30 June 2015, whichever is the earlier, whilst avoiding, because of the uncertainty over the definitions used in the Act, inadvertent infringement of the Act. This authority will not be used to make political donations within the normal meaning of that expression.

6. Resolutions 12 and 13 (Directors' authority to allot shares and disapplication of statutory pre-emption rights)

Resolution 12 (authority to allot shares)

The directors may only allot shares or grant rights over shares if authorised to do so by the shareholders. Paragraph (a) of Resolution 12 would give the directors the authority to allot ordinary shares up to a maximum aggregate nominal amount equal to £4,166,666 which represents 33.3 per cent. of the total issued ordinary share capital of the Company as at 28 April 2014, the latest practicable date prior to publication of this Notice. It is not intended that this Resolution 12 will revoke, renew, vary or substitute any existing authorities.

In line with guidance issued by the Association of British Insurers (the 'ABI'), paragraph (b) of this Resolution would give the directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £8,333,333 which represents (before any reduction) 66.6 per cent. of the issued ordinary share capital of the Company as at 28 April 2014, the latest practicable date prior to publication of this Notice.

The authorities conferred by this Resolution 12 will expire at the end of the AGM of the Company in 2015 (or, if earlier, the close of business on 30 June 2015). The directors have no present intention of exercising this allotment authority sought under Resolution 12, but believe that it is in the best interests of the Company to maintain the flexibility to issue securities at short notice that this authority provides. If the directors so exercise this authority, they intend to follow best practice as regards its use, as recommended by the ABI.

Resolution 13 (disapplication of pre-emption rights)

Under section 561 of the Act, if the Company wishes to allot new equity securities or sell treasury shares for cash it must offer the securities to existing shareholders in proportion to their existing shareholdings. The Company may seek shareholder approval to issue equity securities without first having offered the shares to existing shareholders in proportion to their existing holdings.

This Resolution will permit the Company to allot equity securities to shareholders pursuant to a rights issue without the shares first having to be offered to existing shareholders in proportion to their existing holdings. It will also permit the Company to allot a limited number of equity securities for cash, up to a maximum aggregate nominal amount of £625,000 (being a maximum of 5 per cent. of the Company's issued ordinary share capital as at 28 April 2014, the latest practicable date prior to publication of this Notice) without first having offered the shares to existing shareholders in proportion to their existing holdings. This means that the proportionate interests of existing shareholders could not, without their agreement, be reduced by more than 5 per cent. by the issue of new shares for cash.

It is not intended that this Resolution will revoke, renew, vary or substitute any existing authorities. The authority pursuant to this Resolution will expire at the end of the AGM of the Company in 2015 (or, if earlier, the close of business on 30 June 2015).

The directors have no present intention of exercising the authority sought under Resolution 13, but believe that it is in the best interests of the Company to maintain the flexibility it provides. The directors will have due regard to institutional shareholder guidelines in relation to any exercise of this authority, in particular, the requirement for advance consultation and explanation before making any such issue which exceeds 7.5 per cent. of the Company's issued share capital in any rolling three year period.

7. Resolution 14

What are shareholders being asked to approve in Resolution 14?

The Company is subject to the PRA Remuneration Code (the "Remuneration Code"). The Remuneration Code introduces a limit on the ratio of fixed to variable components of total

remuneration for Remuneration Code Staff (as defined in the Remuneration Code) which, as a basic rule prevents paying such staff an amount of variable compensation which is more than 100 per cent. of their fixed remuneration. This limit applies to variable remuneration for performance years beginning in 2014.

However, the rules allow the Company to pay such staff an amount of variable remuneration of up to 200 per cent. of their fixed remuneration, where shareholder approval is obtained. Shareholders are therefore being asked to give the Company the flexibility to pay variable remuneration to its Remuneration Code Staff of up to a maximum limit of 200 per cent. of their fixed remuneration.

Why is the Company seeking approval to apply a ratio of fixed to variable compensation of above 100 per cent.?

The Company operates in a very competitive market and considers that adopting the higher ratio is necessary to enable it to retain and attract senior individuals with the experience needed to implement its turn-around strategy. The Company has made a number of key appointments in the last 12 months and intends to further strengthen at executive and senior management level during the remainder of 2014. A number of its competitors have adopted the higher ratio and if it does not have discretion to do the same this could impact its ability to hold on to key staff and to make additional appointments. This could delay or impact the Company's ability to deliver its Business Plan which, in turn, may negatively impact its business, operating results, financial condition and prospects. If the Company does not adopt the higher ratio, it may have to consider increasing fixed compensation levels to maintain competitive compensation packages.

Adopting the higher ratio will give the Company greater flexibility to vary awards from year to year to take account of individual, business area and firm-wide performance and its capital position; by contrast fixed compensation cannot be varied to take account of performance (whether at an individual or business level). The Company would be able to make a greater proportion of total compensation subject to deferral and to performance adjustment, which cannot be applied to fixed pay. This will strengthen the link between pay and long term business performance which in turn will help to discourage excessive risk taking and more closely align the interests of Remuneration Code Staff with shareholders.

The flexibility to pay variable remuneration up to 200 per cent. of fixed remuneration does not commit the company to pay out at this level. 200 per cent. represents the maximum level of variable remuneration that could be paid and would typically be in excess of the target variable remuneration for senior roles.

Malus (the ability to reduce deferred variable pay and Clawback (return of variable pay already received in payment) mechanisms will continue to be subject to consideration by the Remuneration Committee.

Which employees will be affected by Resolution 14?

Approval is sought in respect of 2014 for all of the Company's Remuneration Code Staff including the Executive Directors.

The Company would currently expect to identify approximately 25 Remuneration Code Staff and it is anticipated that this number will rise to between 50 and 75 in 2014. Such individuals perform a wide variety of functions, including company directors, other senior management, staff engaged in control functions and other employees whose professional activities have a material impact on the relevant firm's risk profile. The number of Remuneration Code Staff may be subject to amendment as and when the definition of Remuneration Code Staff is widened by the PRA following final guidance from the European Banking Authority and to take account of Remuneration Code Staff joining or leaving the Company, or changing roles.

What is the expected impact on the Company's capital base?

Under the Remuneration Code the Company is already required to ensure that total variable compensation does not limit its ability to strengthen its capital base. Not only will the Company continue to comply with that requirement, it is felt that adopting the higher ratio will enable the Company to recruit and retain talented individuals with the ability to implement a strategy which will strengthen its capital base.

The number of Remuneration Code Staff both now and by the end of 2014 is expected to be relatively small and in practice the total compensation packages for these individuals are likely to be de minimis in terms of their impact on the Company's capital requirements. Furthermore, all variable compensation awarded by the Company is expected to be funded from fully risk-adjusted bonus pools.

The Company does not currently anticipate making any annual bonus awards in respect of 2014 which exceed 100 per cent. basic salary (including awards which are deferred), although the approval being sought would not limit the Company's flexibility to do so if it considered it prudent and necessary in the circumstances. Therefore, any awards which take variable compensation above the 1:1 ratio are likely to be made under an Long Term Incentive Plan and provided in equity subject to performance adjustment.

8. Resolution 15

The Company can, pursuant to its Articles of Association and section 307 of the Act, convene general meetings on 14 clear days' notice. However, Resolution 15 is being proposed to ensure that, should the Company's shares become admitted to trading so that it becomes a "traded" company (within the meaning of section 360C of the Act) ahead of its AGM in 2015, shareholder authority is in place to maintain its ability to convene general meetings, on 14 clear days' notice (as opposed to 21 clear days' notice). In the event that the Company becomes a traded company within this timeframe, the shorter notice period sanctioned by this Resolution would only be used where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

Important Notes

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM or to appoint someone else to vote on your behalf.

Voting by proxy

A member entitled to attend and vote at the meeting may appoint another person(s) (who need not be a member of the Company) to exercise all or any of his/her rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by that member.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the meeting and voting in person.

A proxy may demand, or join in demanding, a poll. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder lodges a proxy only that of the holder first on the register of members will be counted. Any alterations made to this proxy should be initialled. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.

To be valid, this Proxy Form must be received by the Company's registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom not later than 48 hours before the time of the meeting or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the Proxy Form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Computershare Investor Services plc (whose CREST ID is 3RA50) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(A) of the Uncertificated Securities Regulations 2001.

Issued share capital and total voting rights

As at 28 April 2014 (being the latest business day prior to the publication of this Notice), the Company's issued voting share capital consists of 250,000,000 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company are 250,000,000.

Voting by corporate representatives

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an

individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

Documents available for inspection

Copies of the following documents will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the registered office of the Company, 1 Balloon Street, Manchester, M60 4EP, and will be available at the place of the meeting from 15 minutes before the start of the meeting until its conclusion:

- (a) copies of the directors' service contracts with the Company; and
- (b) terms and conditions of the appointment of Non-Executive Directors.

Shareholders entitled to attend and vote

To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the Register of Members of the Company at 6.00 pm on 28 May 2014 (or, if the meeting is adjourned, at 6.00 pm on the date which is two days prior to the adjourned meeting). Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of persons to attend and vote (and the number of votes they may cast) at the meeting or adjourned meeting.

Electronic Communications

You may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated.