

THE CO-OPERATIVE BANK PLC

NOMINATION COMMITTEE

Terms of Reference

1. CONSTITUTION

- 1.1 The Nomination Committee (the “**Committee**”) terms of reference of The Co-operative Bank plc (the “**Bank**”) were approved by The Co-operative Bank Holdings Limited (the “**Parent**”), the sole shareholder of the Bank on 26 September 2017.
- 1.2 The purpose of the Committee is to review and make recommendations to the board of directors of the Bank (the “**Board**”), on Board composition, succession planning for Executive Directors, Non-Executive Directors, Executive Committee members and Senior Management Function (“**SMF**”) role holders (each as appointed or employed by the Bank), identifying and nominating candidates for Board vacancies and evaluation of candidates for the Board. In the case of recommendations for appointments to the Board of directors of the Bank, the Committee’s recommendations shall be made to the Board and the shareholder of the Bank.

2. MEMBERSHIP AND ATTENDANCE

- 2.1 Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the Director still meets the criteria for membership of the Committee.
- 2.2 The chairman of the Committee (the “**Chairman**”) shall be the chairman of the Board (who the Board regards as an independent non-executive director) and membership shall comprise a minimum of three and maximum of five members. All members of the Committee (the Chairman, also being a member) shall be Non-Executive Directors (a majority of who shall be independent non-executive directors) and, to the extent there is a non-executive B Director on the Board, at least one member of the Committee shall be a non-executive B Director.
- 2.3 In the absence of the Chairman (and/or an appointed alternate member), the members present at any meeting of the Committee shall elect one of their number (who shall be an independent non-executive director) to chair the meeting.
- 2.4 Only members of the Committee have the right to attend and vote at Committee meetings. However, in order to fulfil the Committee’s role, other individuals such as the Chief Executive Officer, the Human Resources Director, the Chief Risk Officer, the General Counsel, senior executives and external advisers of the Bank and its Parent, may be invited by the Chairman to attend for all or part of any meeting, as and when the Chairman deems appropriate or necessary.
- 2.5 Subject to the Inside Information Framework (as defined in the articles of association of the Bank (the “**Articles**”), the non-executive B Director(s) who are not members of the Committee shall be entitled to attend each meeting of the Committee, unless the Chairman reasonably determines it is inappropriate.
- 2.6 The Chairman shall not chair the Committee when it is dealing with the matter of succession to the chairmanship of the Board and individuals that may otherwise be

invited by the Chairman pursuant to paragraph 2.4 above may only be invited by the member chairing the meeting at which succession to the chairmanship is discussed.

2.7 The members of the Committee shall be listed each year in the annual report of the Bank.

2.8 Each member of the Committee shall disclose to the Committee:

- (a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or
- (b) any potential conflict of interest arising from a cross directorship or board position. Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so requested by the Board) shall resign from the Committee.

3. SECRETARY

3.1 The company secretary of the Bank, or an alternate selected by the Chairman, shall act as the secretary of the Committee (the “**Secretary**”).

3.2 The Secretary should ensure that the Committee receives information and papers in a timely manner to support full consideration of the issues.

4. QUORUM

4.1 The quorum necessary for the transaction of business shall be two members of the Committee both of whom are present throughout the meeting, of whom one shall be a non-executive B Director (to the extent a non-executive B Director is a member of the Committee) and the other shall be an Independent Director (as defined in the Articles) (or two Independent Directors to the extent no non-executive B Director is a member of the Committee or the non-executive B Director is conflicted and unable to count in the quorum).

4.2 A member may be present for the purpose of paragraph 4.1 in person, by telephone or other electronic communications. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4.3 Subject to notice of a meeting of the Committee having been given in accordance with paragraph 6.2, in the event that it is confirmed to the Secretary prior to the scheduled start of such meeting that a non-executive B Director will not be able to attend such meeting, the quorum for this meeting only shall be any two members provided that the non-executive B Director in question has given his views on the business of the meeting to the Chairman in advance.

5. FREQUENCY OF MEETINGS

The Committee shall meet at least twice per financial year. Meetings can be convened at any other time where circumstances require, in accordance with paragraph 6.

6. NOTICE OF MEETINGS

- 6.1 Meetings of the Committee may be convened at any time by the Chairman, on the reasonable request of any Committee member who considers it necessary.
- 6.2 Unless otherwise agreed, notice of each meeting of the Committee confirming the venue, date and time together with an agenda of items to be discussed and supporting papers where appropriate shall be forwarded to each member of the Committee, each B Director and to each other person invited to attend, in a timely manner to enable full and proper consideration of issues, usually no later than three working days prior to the date of the meeting.

7. VOTING

In the event of an equality of votes, the Chairman shall have a casting vote.

8. MINUTES OF MEETINGS

- 8.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 8.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved by the Chairman, minutes should be circulated to all other members of the Board, unless it would be inappropriate to do so in the opinion of the Chairman.

9. ANNUAL GENERAL MEETING

The Chairman should attend the annual general meeting of the Bank (the “**AGM**”) to answer shareholder questions on the Committee's activities. The members of the Committee should be prepared to meet the shareholder at the AGM.

10. DUTIES

The Committee should carry out the duties below for the Bank and its subsidiary undertakings as appropriate.

The Committee shall:

- 10.1 Regularly, and at least annually, review the structure, size, composition and performance of the Board and make recommendations to the Board and the shareholder of the Bank with regard to any changes.
- 10.2 Regularly, and at least annually, assess the knowledge, skills, experience and diversity of individual members of the Board and of the Board collectively, and report this to the Board.
- 10.3 Give full consideration to succession planning for Directors, Executive Committee members and SMF role holders in the course of its work, taking into account the challenges and opportunities facing the Bank, and the skills and expertise needed at the Board and in senior executive level appointments in the future and having regard to length of service and expected date on which existing Directors will conclude their term of office.

- 10.4 Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- 10.5 Keep up to date and fully informed about strategic issues and commercial changes affecting the Bank and the market in which it operates.
- 10.6 Be responsible for identifying and nominating, for the approval of the Board and shareholders of the Bank (as the case may be), candidates to fill Board vacancies as and when they arise.
- 10.7 Before any recommendation for an appointment is made to the Board and shareholders of the Bank (as the case may be) evaluate a candidate's suitability using the regulatory Fitness and Propriety test as a benchmark, taking into consideration the balance of skills, knowledge, independence, experience and diversity on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment and assess the time commitment required. In identifying suitable candidates the Committee shall, as appropriate:
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds;
 - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position; and
 - (iv) consider candidates who provide a broad set of qualities and competencies.
- 10.8 For the appointment of a Chairman, the Committee should prepare a job specification, including the time commitment expected, recognising the need for availability in the event of crises. A proposed Chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairman's commitments should be reported to the Board as they arise, and their impact explained in the next annual report.
- 10.9 Prior to appointment to the Board, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.
- 10.10 Ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
- 10.11 Review the results of the Board performance evaluation process that relate to the composition of the Board.
- 10.12 Review annually the time required from Non-Executive Directors. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties. A full time executive director should not be given permission to take on more than one non-executive directorship in a FTSE 100 company nor the chairmanship of such a company.

- 10.13 Annually review the Bank's policy on diversity, including gender, and the measure of objectives that it has set in implementing the policy, in implementing a broad set of qualities and competencies when recruiting members to the board and progress on achieving the objectives. The policy shall include details as to how the Committee intends to increase the number of any underrepresented gender on the Board in order to meet its gender representation targets, as set by the Committee.
- 10.14 Periodically review the Board's policy for the selection and appointment of senior management and make recommendations to the Board.
- 10.15 Ensure these terms of reference are published on the Bank's website.

The Committee shall also make recommendations to the Board concerning:

- 10.16 Formulating plans for succession for Directors and Non-Executive Directors and in particular for the key roles of chairman of the Board and Chief Executive Officer.
- 10.17 The appointment of all Directors.
- 10.18 The appointment of the company secretary of the Bank and the Chief Risk Officer, in consultation with other Board Committees.
- 10.19 Suitable candidates for the role of Senior Independent Director.
- 10.20 Membership of the Audit, Remuneration, Risk and Values & Ethics Committees, and any other Board Committees as appropriate, in consultation with the chairmen of those Committees and in so doing have regard to the Articles, the benefits of cross-committee membership and committee membership rotation to refresh committee viewpoint and support Directors' continuing skills and professional development.
- 10.21 The re-appointment of any Non-Executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.
- 10.22 The re-election by shareholders of Directors under the annual re-election or the retirement by rotation provisions in the Articles, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to Directors being re-elected for a term beyond six years).
- 10.23 Any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Bank subject to the provisions of the law and their service contract.
- 10.24. Where the Committee's recommendation set out above relates to the appointment or re-appointment or re-election of any Director then the Committee shall, as well as making such recommendation to the Board of the Bank make such recommendation to the Shareholder of the Bank.

11. REPORTING RESPONSIBILITIES

- 11.1 The Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

- 11.2 The Committee shall make whatever recommendations to the Board and the shareholders of the Bank (as the case may be) it deems appropriate on any area within its remit where action or improvement is needed.
- 11.3 The Committee shall produce a report which will form part of, or be annexed to, the Bank's annual report which describes the roles and responsibilities of the Committee and actions taken by the Committee to discharge those responsibilities, including the process it has used in relation to the recommendation of Board appointments and an explanation if external advice or open advertising has not been used. Where an external search consultancy has been used, it should be identified in the report and a statement should be made as to whether it has any other connection with the Bank. The report should also include a description of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

12. OTHER MATTERS

The Committee shall:

- 12.1 To the extent possible, on an ongoing basis, take account of the need to ensure that the Board's decision making is not dominated by any one individual or small group of individuals that is detrimental to the interests of the Bank as a whole.
- 12.2 Assist the SMF role holders in fulfilling their prescribed responsibilities.
- 12.3 Where matters are being discussed in relation to a prescribed responsibility, ensure the relevant SMF role holder attends and participates in the discussion, or if unable to attend, ensure that they are suitably represented.
- 12.4 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.
- 12.5 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.
- 12.6 Give due consideration to laws and regulations, the requirements of the UK Listing Authority's Rules, the Disclosure and Transparency Rules and the requirements of any applicable competent authority regulation or guidance, as appropriate.
- 12.7 Arrange for periodic reviews of its own performance and, at least annually, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the shareholders of the Bank for approval.

13. AUTHORITY

- 13.1 The Committee is authorised by the Board to use any forms of resources the Committee deems appropriate including obtaining, at the Bank's expense, outside legal or other professional advice on any matters within its terms of reference including employing search consultants.
- 13.2 The Committee is authorised by the Board to seek any information it requires from any employee of the Bank in order to perform its duties.
- 13.3 The Board will ensure the Committee receives appropriate funding.

13.4 The Committee is authorised by the Board to investigate any activity within the scope of its duties.