

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 Notice of Meeting 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 22 May 2017.

Dear Shareholder

The Annual General Meeting (the **AGM**) of The Co-operative Bank p.l.c. (the **Company**) will be held at 9:00 a.m. on 24 May 2017 at 10 Upper Bank Street, Canary Wharf, London, E14 5JJ. The Notice of the AGM (**Notice**) is set out in this document.

There have been changes to the Board of Directors (**Board**) since the last AGM. Liam Coleman was appointed to the Board in July 2016 and took responsibility as Chief Executive Officer on 1 January 2017 following Niall Booker's resignation from the Board on 31 December 2016. He is submitting himself for election. Alistair Asher was appointed in September 2016 under the 2013 Relationship Agreement by The Co-operative Group as its nominated Director and is submitting himself for election. Glyn Smith and John Worth were appointed in October 2016. Each brings significant experience to the Company and they are submitting themselves for election. Graeme Hardie stepped down at the the 2016 AGM. Other Directors who have stepped down since the 2016 AGM are John Baines, Richard Coates and Niall Booker. All other members of the Board are submitting themselves for re-election. The biographical details of the Directors are set out in this Notice.

As the shares of the Company are not publicly traded it is not required to seek Shareholder approval for the Remuneration Report. However, the Board considers it appropriate to put this matter to Shareholders at the AGM on an advisory vote basis. Further information is contained in the explanatory notes.

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.



Dennis Holt
Chairman
The Co-operative Bank p.l.c.
20 April 2017

The Co-operative Bank p.l.c.
Registered in England and Wales. 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 2017 AGM of The Co-operative Bank p.l.c. will be held at 9:00 a.m. on 24 May 2017 at 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:

Resolution 1

To receive the Company's accounts and the Directors' Report, Strategic Report, the Directors' Remuneration Report and the Auditor's Report for the financial year ended 31 December 2016.

Resolution 2

To approve the Directors' Remuneration Report as set out on pages 88 to 101 (inclusive) of the Company's annual report and accounts for the financial year ended 31 December 2016.

Resolution 3

To elect Liam Coleman as a Director.

Resolution 4

To elect Alistair Asher as a Director.

Resolution 5

To elect Glyn Smith as a Director.

Resolution 6

To elect John Worth as a Director.

Resolution 7

To re-elect Aidan Birkett as a Director.

Resolution 8

To re-elect Charles Bralver as a Director.

Resolution 9

To re-elect Laura Carstensen as a Director.

Resolution 10

To re-elect Maureen Laurie as a Director.

Resolution 11

To re-elect Derek Weir as a Director.

Resolution 12

To re-elect Dennis Holt as a Director.

Resolution 13

To re-elect William Thomas as a Director.

Resolution 14

To re-appoint Ernst & Young LLP as auditor of the Company 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 15

To authorise the Audit Committee, for and on behalf of the Directors to determine the auditor's remuneration.

Resolution 16

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the **Act**), the Company (and all companies that are its subsidiaries 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 2018 or close of business on the 30 June 2018, whichever is earlier (unless previously renewed, varied or revoked by the Company in general meeting):

- (i) to make political donations to political parties or independent election candidates or both;
- (ii) to make political donations to political organisations other than political parties; and
- (iii) to incur political expenditure,

(as such terms are defined in the Act) provided that the total aggregate amount of political donations and political expenditure pursuant to this authority shall not exceed £25,000, and the amount authorised under each of the paragraphs (i) to (iii) shall also be limited to such amount.

Special resolution

To consider and, if thought fit, to pass the following Resolution as a special resolution:

Resolution 17

That a general meeting other than an AGM may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next AGM of the Company after the date of passing this Resolution.

By order of the Board



Brona McKeown
Company Secretary
The Co-operative Bank p.l.c
20 April 2017

The Co-operative Bank p.l.c.

Registered in England and Wales. Registered number 00990937

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

Explanatory Notes

The Resolutions numbered 1 to 16 are proposed as ordinary resolutions, which must each receive more than 50 per cent of the votes cast in order to be passed.

Resolution number 17 is proposed as a special resolution, which must receive at least 75 per cent of the votes cast in order to be passed.

Resolution 1 (Receipt of Annual Report and Accounts)

The Directors are required to present the accounts, Directors' Report, Strategic Report, the Directors' Remuneration Report and Auditor's Report for the financial year ended 31 December 2016 to the meeting. These are contained in the Company's Annual Report and Accounts for the financial year ended 31 December 2016.

Resolution 2 (Approval of Remuneration Report)

As the shares of the Company are not publicly traded, the Company is not required to publish a Directors' Remuneration Report in the form required by the Large and Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) (the **Regulations**). However, the Remuneration Committee has, in keeping with its intention to support good corporate governance, prepared a Directors' Remuneration Report in line with the Regulations and will put the report to Shareholders on an advisory basis at the 2017 AGM.

Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Report. The Directors' Remuneration Report can be found on pages 88 to 101 of the 2016 Annual Report and Accounts. The Directors' Remuneration Policy was approved at the 2016 AGM for a period of three years and so is not being presented to the meeting at this time.

The Company's auditor Ernst & Young LLP has audited the parts of the Directors' Remuneration Report which are required to be audited. This Resolution 2 is an advisory vote which means that the Directors' entitlements to remuneration are not conditional on this Resolution being passed and, in the event that it is not passed, the payments which have been made during the year, and the contractual commitments that have been made by the Company will not have to be repaid or withheld.

Resolutions 3 to 13 (Election of Directors)

The Company's Articles provide that each Director shall retire from office at each AGM and be eligible for re-election. The Company is also following the provisions of the UK Corporate Governance Code, including the recommendation that all Directors should be subject to annual election by Shareholders. Following the Board effectiveness evaluation, the Board is satisfied that each Director to be re-elected continues to be effective and to demonstrate commitment to their role.

Two executive appointments were made since the 2016 AGM, the first being Liam Coleman who was appointed in July 2016, who is standing for election at this AGM. The Board recommends, having considered the experience Liam has brought to the Board and the Executive team, the election of Liam Coleman, whose biographical details are set out below:

Liam Coleman: Executive Director

Independent: No

Committee Membership: Values and Ethics

Liam joined the Board in July 2016. Liam was appointed as Deputy Chief Executive Officer on 3 May 2016 having joined The Co-operative Bank plc in June 2013 as the Treasurer and subsequently Director of the Retail & Commercial Bank on 1 September 2014. Liam has 25 years' experience in the industry and prior to joining the Bank Liam was Deputy Group Treasurer and Group Head of Capital Management at RBS from February 2011 to June 2013

and he worked at Nationwide Building Society from 1996 to 2011, ultimately as Group Director, Treasury where he had responsibility for all the treasury activities of the society. Earlier in his career, Liam worked at NatWest in corporate banking and at Hambros and Bank of Tokyo-Mitsubishi in corporate and structured finance. Liam is a former Non-Executive Director of Great Western Hospitals NHS Foundation Trust. On 1 January 2017, Liam became Chief Executive Officer of the Bank, replacing Niall Booker.

Alistair Asher, the Co-operative Group nominated Director was appointed as a Non-Executive Director in September 2016. The Board also recommends, having consideration for the experience that Alistair brings to the Board and its Committees and his performance and contribution to date, the election of Alistair Asher, whose biographical details are set out below:

Alistair Asher: Non-Executive Director
Independent: No
Committee Membership: Values and Ethics

Alistair joined the Board in September 2016. Alistair is a Solicitor and was appointed as General Counsel of The Co-operative Group in July 2013. Prior to this Alistair was a Partner at Allen & Overy LLP and was Global Head of the Financial Institutions Group. Alistair is currently a Non-Executive Director and Chair of Co-operative Legal Services Limited and Non-Executive Director of its subsidiary The Co-operative Trust Corporation Limited. He is also a Non-Executive Director of CIS General Insurance Limited; the Federal Retail & Trading Services Limited; and NOMA (GP) Limited.

As described in the Company's Annual Report and Accounts, Glyn Smith was appointed as a Non-Executive Director in October 2016. The Board recommends, having considered the extensive experience that Glyn brings to the Board and its Committees and his performance and contribution to date, the election of Glyn Smith, whose biographical details are set out below:

Glyn Smith: Non-Executive Director
Independent: Yes
Committee Membership: Audit (Chair), Risk

Glyn joined the Board on 10 October 2016, becoming Chairman of the Audit Committee on 26 October 2016. Glyn has over 35 years of experience in the financial services sector, most notably in a number of senior executive roles in Barclays Bank and as Group Finance Director of the Portman Building Society. Since 2003, he has held numerous non-executive directorships and chaired the audit committees of organisations across both the public and private sectors. These have included Coventry Building Society, Domestic and General Group and Stroud & Swindon Building Society in the financial services sector. Glyn is a graduate of Cambridge University and a Chartered Accountant. He is a former member of the examinations team of the Institute of Chartered Accountants in England and Wales. He is currently a Non-Executive Director and Chairman of the Audit and Risk Committees of FCO Services and The Reclaim Fund Ltd.

The second executive appointment was John Worth who was appointed to the Board in October 2016 and is standing for election at this AGM. The Board recommends, having considered the experience John has brought to the Board and the Executive team, the election of John Worth, whose biographical details are set out below:

John Worth: Executive Director
Independent: No
Committee Membership: None

John joined the Bank on 1 September 2016 and became Chief Financial Officer on 11 October 2016. He has over 30 years' experience in the financial services industry in Finance, IT and Risk Management roles. He most recently worked as the Chief Financial Officer of two publicly

listed insurers, Hiscox and Aspen Insurance Holdings. Prior to that, he was Group Financial Controller at Barclays and has also held senior roles at Ernst & Young LLP, Prudential and Price Waterhouse, where he worked for the London, Tokyo and Grand Cayman offices. Since 2002 John has worked extensively in a fundraising and a finance-advisory capacity for the NSPCC. He is a Trustee Director and Honorary Treasurer of the NSPCC and a member of the NSPCC Great British Chefs Dinner Committee.

The following Directors are seeking re-election at the AGM.

Aidan Birkett: Non Executive Director

Independent: Yes

Committee Membership: Audit, Remuneration and Nomination

The Board recommends the re-election of Aidan Birkett, having considered the extensive experience that Aidan brings to the Board and its Committees and his performance and contribution to date.

Aidan joined the Board in July 2015 and was appointed as Senior Independent Director in October 2015. Aidan built his career within the professional services sector over more than 30 years with PwC and Deloitte. He was head of Deloitte's Corporate Finance business and a member of the firm's executive committee. He has led a number of high profile strategic and commercial reviews of businesses in varying turnaround situations, in the UK and overseas. This has provided him with significant experience in the wholesale finance sector and an understanding of the retail customer segment across a number of non-financial sectors. Aidan has served as a consultant, director and advisor in various capacities and has held various Non-Executive Director roles. He is currently a Non-Executive Director with the Dubai Group.

Charles Bralver: Non-Executive Director

Independent: No

Committee membership: Risk

The Board recommends the re-election of Charles Bralver, having considered the global financial services industry experience that Charles brings to the Company and to the Board.

Charles joined the Board in April 2015. Charles was a founding partner of Oliver Wyman & Company where, from 1984 through to 2007, he held several positions, including Vice Chairman, Head of Europe, Head of North America, and Head of the Global Capital Markets Practice. He has over 30 years' financial services experience, including two years as a Strategic Advisor on Financial Services at Warburg Pincus LLC. He is the former Senior Associate Dean for International Business and Finance at the Fletcher School of Law and Diplomacy at Tufts University in Boston, USA. He is currently a member of Oliver Wyman's Senior Advisory Board and a Non-Executive Director of Canaccord Genuity Group and NewStar Financial and a Member of the Investment Committee at Ultra Capital Partners. He also acts as a Senior Advisor on Financial Services to Silver Point, is an advisor on Fintech to MassInsight, the academic, business, and government collaborative supporting the competitiveness of Boston and Massachusetts, and is a member of Chatham House, London.

Laura Carstensen: Non-Executive Director

Independent: Yes

Committee membership: Values & Ethics (Chair), Remuneration, Risk

The Board recommends the re-election of Laura Carstensen, having considered the extensive experience that Laura brings to the Board and its Committees and her performance and contribution to date.

Laura was appointed to the Board in May 2014. Laura is a former partner at the City law firm, Slaughter and May. Laura is a former Member and Deputy Chair of The Competition Commission (now The Competition and Markets Authority) and a former Commissioner of the

Equality & Human Rights Commission. She is currently an advisory group member of Vote 100, a Non-Executive Director and Chair of Park Group PLC, and a Non-Executive Director of NHS Improvement.

Maureen Laurie: Non-Executive Director

Independent: Yes

Committee membership: Remuneration (Chair), Nomination, Value & Ethics

The Board recommends the re-election of Maureen Laurie, having considered the extensive experience in the financial services sector and experience as a Non-Executive Director that Maureen brings to the Board, its Committees and her performance and contribution to date.

Maureen joined the Board in June 2014. She brings over 30 years of experience in senior human resources (HR) roles spanning global HR strategy, policy and transformation in the financial and public sectors, including the British Council, NYSE EURONEXT, LIFFE, Barclays, Standard Chartered Bank, EBRD and Reuters. Maureen holds professional qualifications from the Chartered Institute of Personnel and Development and was appointed a Fellow of the CIPD in 1992. She is also a Pensions Management Institute qualified Trustee. From 2010 until 2015 Maureen was a Non-Executive Director, Independent Governor and Trustee of London Metropolitan University and is currently a Non-Executive Director and Trustee of Reuters Pension Fund.

Derek Weir: Non-Executive Director

Independent: Yes

Committee membership: Risk (Chair), Audit

The Board recommends the re-election of Derek Weir, having considered the extensive experience in the financial services sector and experience as a Non-Executive Director that Derek brings to the Board, its Committees and his performance and contribution to date.

Derek joined the Board in July 2014 and was appointed Chair of the Risk Committee on 26 January 2016. He has over 25 years of financial services experience, holding a range of senior positions in corporate and commercial banking. During this time he held posts, both in the UK and internationally, at Barclays Bank plc and Royal Bank of Scotland plc, including being the Managing Director responsible for Commercial Banking in the UK for Royal Bank of Scotland plc. Derek is currently a Non-Executive Director of Motherwell Football Club Community Trust and a Director of Kerrach Limited. Derek is also Non-Executive Director of Macklin Enterprise Partnerships Consultancy Limited and Macklin Enterprise Partnerships Limited.

Dennis Holt: Chairman

Independent: On appointment

Committee membership: Nomination (Chair), Remuneration

The Board recommends the re-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 Chairman and his performance and contribution to date.

Dennis joined the Board in February 2014 as Senior Independent Director. He was appointed as Chairman on 27 October 2014. Dennis has over 45 years of experience in banking and insurance, which includes a period as Main Board Executive Director at Lloyds TSB responsible for the Retail Bank. He has held several Non-Executive posts including Deputy Chairman of Bank of Ireland plc, Chairman of Bank of Ireland UK and Chairman of Liverpool Victoria. He is currently Non-Executive Chairman of Beazley plc and its subsidiary Beazley Furlonge Limited.

William Thomas: Non-Executive Director

Independent: Yes

Committee membership: Audit, Risk and Value & Ethics

The Board recommends the re-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 Hewlett Packard 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 a member of the Council, and President of the Alumni Association at Cranfield University School of Management and is on the management and Board of Leeds University Business School. Bill serves as the Chair of the Royal Navy and Royal Marines Charity. Additionally, he is a Director on the Advisory Board of Fire Eye Inc., a Non-Executive Director of Spirent Communications plc and a partner in Hopton Estates.

Resolution 14 (Re-appointment of Ernst & Young LLP)

The appointment of Ernst & Young LLP as auditor of the Company terminates at the conclusion of the AGM. They have advised of their willingness to stand for re-appointment as auditor of the Company. Resolution 14 re-appoints Ernst & Young LLP as auditor of the Company until the conclusion of the AGM in 2018.

Resolution 15 (Auditor's Remuneration)

Resolution 15 allows the Audit Committee, for and on behalf of the Directors to set the remuneration of the auditor if authorised to do so. This Resolution 15 seeks this authority. Details of the remuneration paid to the Company's external auditor for 2016 are contained in the Annual Report and Accounts for 2016.

Resolution 16 (Political donations)

Resolution 16 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 or to incur political expenditure 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, Resolution 16 will allow the Company (and all companies that are its subsidiaries at any time during the period for which the Resolution has effect) 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 2017 to the conclusion of the AGM in 2018 or close of business on 30 June 2018, whichever is the earlier, whilst avoiding, because of the uncertainty over the definitions used in the Act, inadvertent infringement of the Act. Any political donation made or political expenditure incurred which is in excess of £200 will be disclosed in the Company's Annual Report and Accounts for next year, as required by the Act. This authority will not be used to make political donations within the normal meaning of that expression.

Resolution 17 (Notice for General Meetings)

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 17 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 2018, 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 Company will make electronic voting available to all Shareholders and 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. If approved, this authority will expire at the end of the Company's next AGM, when it is intended that a similar resolution will be proposed.

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 duly certified copy of such power or, where the Proxy Form has been signed by an officer on behalf of a corporation, a duly 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 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 19 April 2017 (being the last Business Day prior to the publication of this Notice), the Company's issued voting share capital consists of 451,456,510 Ordinary Shares, carrying one vote each. Therefore the total voting rights in the Company are 451,456,510.

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.

Electronic publication

A copy of this Notice, and other information concerning the AGM, can be found at www.co-operativebank.co.uk/

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 Miller Street Tower, Miller Street Manchester, M60 0AL, as the registered office of the Company, 1 Balloon Street, Manchester, M60 4EP is currently undergoing refurbishment, and will be available at the place of the meeting from 15 minutes before the start of the meeting until its conclusion:

- (a) a copy of the rules of the Long Term Incentive Plan;
- (b) copies of the Directors' service contracts with the Company; and
- (c) 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 22 May 2017 (or, if the meeting is adjourned, at 6:00 pm on the date which is two days (excluding any part of a day that is not a Business Day) 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.

Voting by poll

Each of the Resolutions to be put to the AGM will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the AGM.

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.

DEFINITIONS

'Act' the Companies Act 2006, including any statutory modification or re-enactment thereof

'Annual General Meeting' or **'AGM'** the annual general meeting of the Company

'Audit Committee' the duly appointed Audit Committee of the Board of Directors from time to time of the Company

'Board' the board of Directors from time to time of the Company (or a duly appointed committee of the Board)

'Business Day' a day other than a Saturday or Sunday or public holiday in England and Wales

'Chairman' the chairman of the Board from time to time

'Company' The Co-operative Bank p.l.c., a company incorporated in England and Wales (registered number 00990937), whose registered office is at P.O. Box 101, 1 Balloon Street, Manchester M60 4EP

'CREST' the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755) in respect of which Euroclear UK & Ireland Limited (previously CREST Co Limited) is the operator (as defined in the CREST Regulations)

'CREST Regulations' the Companies Act 1996 (Uncertificated Securities) Regulations 1996 (S.I. No. 68/1996) and the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), including any modifications thereof or any regulations in substitution therefore and for the time being in force

'Director' a director of the Company from time to time

'Group' the Company and its subsidiaries

'Ordinary Share' an ordinary share of £0.05 each in the capital of the Company

'Proxy Form' the form of proxy with respect to the AGM

'Remuneration Committee' the Company's Remuneration Committee

'Resolutions' the resolutions to be proposed at the AGM

'Shareholder' a holder of an Ordinary Share

'subsidiary' or **'subsidiaries'** a subsidiary as defined by section 1159 of the Act

'UK' or **'United Kingdom'** the United Kingdom of Great Britain and Northern Ireland