

**The Co-operative Bank p.l.c.**  
*(Incorporated and registered in England and Wales with registered number 00990937)*

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an **ANNUAL GENERAL MEETING** of The Co-operative Bank p.l.c. (the "**Company**") will be held at Dentons, One Fleet Place, London, EC4M 7WS at 12:00 p.m. on Tuesday, 22 May 2018 to consider and, if thought fit, to transact the following business:

The resolutions numbered 1 to 12 will be proposed as ordinary resolutions and resolution 13 will be proposed as a special resolution. Explanations of the resolutions are given on page 3 and additional information can be found on page 4.

In accordance with best practice, all resolutions proposed at the meeting will be voted on by means of a poll, rather than on a show of hands.

**ORDINARY RESOLUTIONS:**

**Resolution 1 — Annual Report and Accounts**

1. **THAT**, the Company's financial statements and the reports of the directors and of the auditors for the financial year ended 31 December 2017 be received.

See note on page 3.

**Resolutions 2 to 9 — Election and re-election of Directors**

2. **THAT**, Robert Dench be elected as a director.
3. **THAT**, Thomas Wood be elected as a director.
4. **THAT**, Charles Bralver be re-elected as a director.
5. **THAT**, Laura Carstensen be re-elected as a director.
6. **THAT**, Liam Coleman be re-elected as a director.
7. **THAT**, Glyn Smith be re-elected as a director.
8. **THAT**, William Thomas be re-elected as a director.
9. **THAT**, Derek Weir be re-elected as a director.

See note on page 3.

**Resolutions 10 and 11 — Re-appointment and remuneration of auditor**

10. **THAT**, Ernst & Young LLP be re-appointed as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.

11. **THAT**, the Audit Committee (for and on behalf of the Board of Directors) determines the remuneration of the auditor.

See note on page 3.

**Resolution 12 – Amendments to the terms of reference of the values and ethics committee**

12. **THAT**, the existing terms of reference of the values and ethics committee of the Company be and are hereby amended in the form produced to the meeting.

See note on page 3.

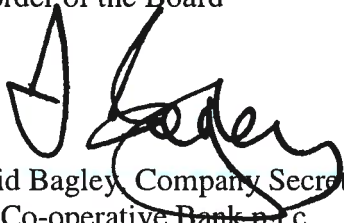
**SPECIAL RESOLUTION:**

**Resolution 13 – Amendments to the articles of association**

13. **THAT**, the existing articles of association of the Company be and are hereby amended in the form produced to the meeting.

See note on page 3.

By order of the Board



David Bagley, Company Secretary  
The Co-operative Bank p.l.c.  
Date: 22 May 2018

**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 explanatory notes that follow form part of the notice of this AGM and provide important information regarding the items of business to be considered at the AGM.

Resolutions 1 to 12 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 13 is proposed as a special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### **Resolution 1 – Annual report and accounts**

The directors are required to present to the AGM the Company's audited financial statements, directors' report, strategic report and auditor's report for the financial year ended 31 December 2017.

### **Resolutions 2 to 9 – Election and re-election of Directors**

In accordance with the Company's articles of association, all directors of the Company are required to be subject to annual re-election by shareholders. At this year's AGM, Robert Dench and Thomas Wood will stand for election by the shareholders for the first time, following their appointments on 1 February 2018 and 1 September 2017, respectively.

Charles Bralver, Laura Carstensen, Liam Coleman, Glyn Smith, William Thomas and Derek Weir will all stand for re-election by the shareholders.

### **Resolution 10 – Re-appointment of the auditor**

At each general meeting at which the accounts are presented to its shareholders, the Company is required to appoint an auditor to hold office until the end of the next such meeting. Resolution 10, on the audit committee's recommendation, seeks shareholder approval for the re-appointment of Ernst & Young LLP as the Company's auditor to hold office from the end of this AGM until the end of the Company's next AGM.

### **Resolution 11 – Remuneration of the auditor**

Resolution 11 seeks shareholder approval for the audit committee (for and on behalf of the directors) to be authorised to determine the remuneration of the auditors, Ernst & Young LLP.

### **Resolution 12 – Amendments to the terms of reference of the values and ethics committee**

This resolution seeks shareholder approval to amend the terms of reference of the values and ethics committee of the Company to clarify an inconsistency relating to its membership.

### **Resolution 13 – Amendments to the articles of association**

This resolution proposed as a special resolution, seeks shareholder approval to amend the articles of association.

**Notes:**

**1. Appointment of proxies**

A shareholder is entitled to appoint one or more proxies to exercise their right to attend, speak and vote at the meeting. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Such proxy or proxies need not be shareholders of the Company. To appoint more than one proxy, please obtain the appropriate number of additional form(s) of proxy from the Company Secretary, 1<sup>st</sup> Floor, P.O. Box 101, 1 Balloon Street, Manchester, M60 4EP or if you have received a paper form of proxy, photocopy the form you have received.

**2. Return date for proxies**

To be effective, a form of proxy, duly signed, must be sent to the Company at 1<sup>st</sup> Floor, P.O. Box 101, 1 Balloon Street, Manchester, M60 4EP, so as to be received by no later than 9.30 a.m. on Friday, 18 May 2018. The completion and return of a form of proxy will not preclude shareholders entitled to attend and vote at the meeting from doing so in person if they so wish.

**3. Corporate representative**

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same shares.

**4. Shareholders' right to ask questions**

Shareholders have the right to ask questions at the meeting relating to the business of meeting and the Company has an obligation to answer such questions unless they fall within any of the statutory exceptions.

**5. Documents on display**

A copy of the proposed new articles of association of the Company, together with a copy of the existing articles of association of the Company marked to show the changes being proposed will be available for inspection at 1 Balloon Street, Manchester, M60 4EP from the date of this notice until the end of the meeting.