

The Chairman of The Co-operative Bank p.l.c. (the "Bank") invites you to attend a general meeting of the Bank to be held at **10 Upper Bank Street, Canary Wharf, London E14 5JJ on 21 August 2017 at 9.30 am.**

Shareholder Reference Number

Please detach this portion before posting this proxy form.

## Form of Proxy – General Meeting to be held on 21 August 2017 at 9.30 am



Cast your Proxy online...It's fast, easy and secure!  
[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SAN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 914561

SRN:

PIN:



You can view the Notice of General Meeting online at: <https://www.co-operativebank.co.uk/investorrelations> (under the tab marked 'Capital Raising Plan')

Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) – elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Bank's Registrars at:  
**Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 9.30 am on 17 August 2017.**

### Explanatory Notes:

- Full details of the Resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the shareholder circular made available to shareholders on or around 28 July 2017. All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in that shareholder circular.
- To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Bank of the votes they may cast), members must be registered in the register of members of the Bank at 5.00 p.m. on 17 August 2017 (or, if the meeting is adjourned, at 5.00 p.m. on the date which is 48 hours (excluding non-working days) prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend and vote (and the number of votes they may cast) at the meeting or adjourned meeting.
- A shareholder entitled to attend and vote has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend and vote on their behalf at the General Meeting. If you wish to appoint a person other than the Chairman of the General Meeting, please insert the name of your chosen proxy holder in the space provided (see reverse).
- To be valid, this form must be returned so as to be received by the Bank's Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom no later than 9.30 a.m. on 17 August 2017 (or in the case of (i) an adjourned meeting to be held more than 48 hours after the time fixed for holding the original meeting, not less than 24 hours (excluding non-working days) prior to the time and date set for the adjourned meeting; or (ii) an adjourned meeting to be held 48 hours or less after the time fixed for holding the original meeting, to be received by the Chairman of the meeting or the secretary or any director at the original meeting), 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. This pink Form of Proxy may not be handed to the Chairman or a representative of the Bank's Registrar at the General Meeting (unless it is in respect of a meeting adjourned for less than 48 hours, in which case (ii) above applies).
- If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 889 3293 or from overseas 44370 889 3293 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please ensure that all of your proxy appointments together do not relate to more than the total number of shares held by you at 5.00 p.m. on 17 August 2017 (or, if the meeting is adjourned, at 5.00 p.m. on the date which is 48 hours (excluding non-working days) prior to the adjourned meeting). Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- Shareholders shall place an 'X' in the box indicating the way in which their vote is to be cast. If you mark an 'X' in more than one box for each resolution, this form will be invalid. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes). Unless otherwise instructed, the person appointed as proxy will exercise his / her discretion as to any other business (including amendments to any Resolutions (to the extent permitted) and any procedural matters, including any resolution to adjourn) which may come before the General Meeting.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
- Completing and returning this form will not prevent you from attending and voting at the General Meeting (or any adjournment thereof) in person.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Bank's agent (ID number 3RA50) no later than the above 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 Bank's agent is able to retrieve the message. The Bank may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Bank's register of members. If this information is incorrect please ring the Registrar's helpline on 0370 889 3293 (or from overseas 44370 889 3293) to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- This form must be signed in order to be valid. Any alterations made to this form should be initialed.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Bank in respect of the joint holding.
- If the shareholder is a corporation, this form may be executed under the corporation's common seal or under the hand of its officer or attorney, duly authorised in writing. If someone else signs on your behalf, their authority (or a certified copy of such authority) to do so must be returned with this form.
- If you have any questions relating to this form of proxy, please ring the Registrar's helpline on 0370 889 3293 (or from overseas 44370 889 3293). This helpline cannot provide advice on the merits of the Resolutions nor give any financial, legal or taxation advice.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Bank and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

### All Named Holders

# Poll Card

To be completed if voting in person at the General Meeting

	For	Against	Vote Withheld
<b>Special Resolution</b> 1. To amend the Bank's articles of association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b> 2. To authorise the directors to allot new ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution</b> 3. To approve the disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b> 4. To approve the Group Related Party Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b> 5. To approve the Golden Tree Related Party Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b> 6. To approve the Silver Point Related Party Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution</b> 7. To authorise the directors to effect the Members' Scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Signature

In the case of a Corporation, a letter of representation will be required (in accordance with s323 of the Companies Act 2006) unless this has already been lodged at registration.

## Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



I/We hereby appoint the Chairman of the General Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the General Meeting of The Co-operative Bank p.l.c. to be held at **10 Upper Bank Street, Canary Wharf, London E14 5JJ** on 21 August 2017 at 9.30 am, and at any adjourned meeting.

\*For the appointment of more than one proxy, please refer to Explanatory Note 6 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



	For	Against	Vote Withheld
<b>Special Resolution</b> 1. To amend the Bank's articles of association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b> 2. To authorise the directors to allot new ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution</b> 3. To approve the disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b> 4. To approve the Group Related Party Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
<b>Ordinary Resolution</b> 5. To approve the Golden Tree Related Party Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b> 6. To approve the Silver Point Related Party Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution</b> 7. To authorise the directors to effect the Members' Scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

## Date

DD / MM / YY

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, stating their capacity (e.g. director, secretary)

EXT 1174 11 COB

