

NOTICE OF MEMBERS' SCHEME COURT MEETING

IN THE HIGH COURT OF JUSTICE CR-2017-005446
CHANCERY DIVISION
COMPANIES COURT

Mr Justice Arnold

IN THE MATTER OF THE CO-OPERATIVE BANK P.L.C.
AND
IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN that, by an Order dated 27 July 2017 made in the above matters, the Court has directed a meeting (the “**Members’ Scheme Court Meeting**”) to be convened of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between The Co-operative Bank p.l.c. (registered in England and Wales with registered number 00990937) (hereinafter the “**Bank**”) and the Scheme Shareholders and that the Court meeting will be held at 9.15 a.m. on 21 August 2017 at 10 Upper Bank Street, Canary Wharf, London E14 5JJ, at which place and time all Scheme Shareholders are requested to attend.

A copy of the Scheme of Arrangement and a copy of the explanatory statement required to be furnished pursuant to Part 26 of the Companies Act 2006 are incorporated in the document of which this Notice forms part.

Scheme Shareholders may vote in person at the Members’ Scheme Court Meeting or they may appoint another person, whether or not a member of the Bank, as their proxy to attend and vote in their stead.

A blue Form of Proxy for use at the Members’ Scheme Court Meeting is enclosed with this Notice.

Completion and return of the blue Form of Proxy will not prevent a Scheme Shareholder from attending and voting at the Members’ Scheme Court Meeting (or any adjournment thereof) in person.

In the case of joint holders of a Scheme Share (as defined in the Scheme of Arrangement), the vote of the senior 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.

It is requested that the blue Form of Proxy (together with any power of attorney or other authority under which the form is signed, or a notarially certified copy of such power or authority) be returned by post or (during normal business hours only) by hand to the Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom, as soon as possible and in any event so as to be received by no later than 9.15 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), but if forms are not so returned, they may be handed to the Registrars, Computershare Investor Services PLC, on behalf of the Chairman of the Members’ Scheme Court Meeting, at the Members’ Scheme Court Meeting before the taking of the poll.

Scheme Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so by visiting www.investorcentre.co.uk/eproxy and following the instructions provided. In order for a proxy appointment made electronically to be valid it must be sent to www.investorcentre.co.uk/eproxy and received no later than 9.15 a.m. on 17 August 2017. Any communication found to contain a computer virus will not be accepted.

CREST members who wish to appoint a proxy or proxies for the Members' Scheme Court Meeting, including any adjournment(s) thereof, through the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST Manual. 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 or instruction made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Bank's agent, Computershare Investor Services PLC (CREST participant ID 3RA50), by 9.15 a.m. on 17 August 2017. 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 by enquiry to CREST in the manner prescribed.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Bank may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(A) of the Uncertificated Securities Regulations 2001.

To be entitled to attend and vote at the Members' Scheme Court 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 day which is two Business 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 Members' Scheme Court Meeting or adjourned meeting. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him and the shareholder by whom he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Members' Scheme Court Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in these paragraphs can be exercised only by shareholders of the Bank.

Any corporation which is a shareholder of the Bank may appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a shareholder, provided that not more than one corporate representative exercises powers over the same share.

By the said order, the Court has appointed Dennis Holt or, failing him, Aidan Birkett or, failing him, Liam Coleman or, failing him, any other director of the Bank to act as Chairman of the Members' Scheme Court Meeting and has directed the Chairman to report the result of the Members' Scheme Court Meeting to the Court.

The Scheme of Arrangement will be subject to the subsequent approval of the Court.

DATED: 28 July 2017

Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ
United Kingdom

Solicitors for the Bank