

**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 personal financial advice immediately from your stockbroker, bank, solicitor, accountant, fund manager or other appropriate financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised financial adviser.**

This is the Retail Confirmation referred to in the “Consent Solicitation Memorandum” dated 28 July 2017 prepared by the Bank.

This document is to be used in connection with Consent Solicitation. This document must be read in conjunction with the Notice of Meeting. The Consent Solicitation Memorandum and such notice can be accessed at the following web link: <http://www.co-operativebank.co.uk/retailnoteholders>.

**UNLESS OTHERWISE DEFINED, WORDS AND EXPRESSIONS DEFINED IN THE CONSENT SOLICITATION MEMORANDUM HAVE THE SAME MEANINGS WHEN USED IN THIS RETAIL CONFIRMATION.**

**THIS FORM SHOULD BE SUBMITTED IF YOU WISH TO SUBMIT A RETAIL CONFIRMATION.**

## **Retail Confirmation**

### **The Co-operative Bank p.l.c.**

*(incorporated with limited liability in England with registered number 990937)*

(the “Bank”)

**for use by holders of the Bank’s outstanding**

**£206,000,000 11 per cent. Subordinated Notes**

**due 2023 (ISIN: GB00BFXW0853) (the “2023 Notes”)**

#### **IMPORTANT NOTES:**

- You are urged to read carefully the Consent Solicitation Memorandum which can be accessed at the following web link: <http://www.co-operativebank.co.uk/retailnoteholders> or obtained from the Registrar (telephone: 0370 889 3293) or Information Agent (telephone: +44 20 7704 0880/0300 303 3491), as applicable.
- Holders who wish to submit a Retail Confirmation should follow the instructions on page 2 of this Retail Confirmation. Send a completed signed copy of this Retail Confirmation using the enclosed return envelope or by post using your own envelope or by hand (during normal business hours) to the Registrar at its address below. **Please do so as soon as possible and ensure that it is received by the Registrar by 10.00 a.m. (London time) on 30 August 2017.**
- This Retail Confirmation may be used in relation to the 2023 Notes only and no other existing securities.
- If you have any questions, contact the Registrar on 0370 889 3293. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays).
- **The Registrar’s address is Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, United Kingdom.**

**HOLDING OF 2023 NOTES**

The number shown in Box 1B on page 3 of this Retail Confirmation is the principal amount of 2023 Notes registered against your name(s) on the register of Holders at 6.00 p.m. (London time) on 28 July 2017. This is provided for information purposes only.

**CONTACT TELEPHONE NUMBER**

In Box 1C, please provide a daytime telephone number, including the full dialling code, where you can be contacted in the event of any query arising from completion of this Retail Confirmation.

**HOW TO COMPLETE THIS RETAIL CONFIRMATION**

You must mark an X in Box 2.1 if you were at 5.00 p.m. (London Time) on 27 June 2017 and are at the date hereof a Retail Holder (such that you are able to provide the confirmations set out above Box 2.1).

**SIGNING THIS RETAIL CONFIRMATION**

To be valid, this Retail Confirmation must be signed and dated by a registered holder (or a registered holder's duly authorised attorney or under other authority):

- if the registered holder is an individual, he/she must execute Box 3A in the presence of an independent witness. In the case of a joint holding by two, three or four individuals, each of the joint holders must execute Box 3A in the presence of an independent witness (such witness should not be one of the joint holding individuals). Each witness should write his or her name and address and sign where indicated. The same person may witness the signature of each joint holder.
- if the registered holder is a company, it must execute Box 3B under the common seal of the company or by the signatures of two directors, one director and the company secretary or any other duly authorised attorney(s) of the company. If this Retail Confirmation is executed under power of attorney or other authority by a person other than a registered holder, the power of attorney or other authority (if any), or a notarially certified or office copy of such power or authority, must be delivered with this Retail Confirmation, in accordance with the section "Further notes on how to complete this Retail Confirmation" on page 4 of this Retail Confirmation.

**RETURNING THIS RETAIL CONFIRMATION**

- Holders should follow the instructions on this page and send a completed signed copy of this Retail Confirmation using the enclosed return envelope or by post using your own envelope or by hand (during normal business hours) to the Registrar at its address below. Please do so as soon as possible and ensure that it is received by the Registrar by 10.00 a.m. (London time) on 30 August 2017.

FILL IN THIS PAGE IF YOU WISH TO SUBMIT A RETAIL CONFIRMATION

Box 1A: Full Name(s) and Address of Holder(s) and name of custodian (if applicable):

Principal amount of 2023 Notes held by Holder(s) at 28 July 2017  
**Box 1B:**

Insert a daytime telephone number, for use in the event of a query.  
**Box 1C:**

2. RETAIL CONFIRMATION

If you are able to give the confirmations set out below, please fill in your details in Boxes 1A and 1C above and mark an X in Box 2.1 to confirm that you are a Retail Noteholder.

- (A) I was at 5.00 p.m. (London Time) on 27 June 2017 and I am at the time of this confirmation and I will continue to be at 6.00 p.m. (London time) on the Entitlement Record Date, which is expected to be 21 August 2017:
  - (i) an individual person;
  - (ii) the beneficial owner of less than £100,000 in aggregate principal amount of 2023 Notes;
  - (iii) resident in the United States and not an "accredited investor" as defined in Regulation D of the United States Securities Act of 1933, as amended; or (b) not resident in the United States and not a "qualified investor" as defined in Directive 2003/71/EC; and
  - (iv) not a Sanctions Restricted Person; and
- (B) I agree that the information I have provided here may be shared with the Bank, its financial and legal advisors, Lucid Issuer Services Limited and Computershare Investor Services PLC (as registrar in respect of the 2023 Notes).

If you are not able to give the confirmations set out above, please fill in your details in Boxes 1A and 1C above and mark an X in Box 2.2 to confirm that you are a Non-Retail Noteholder.

<b>Confirmation of status as a Retail Noteholder or a Non-Retail Noteholder</b>	<b>Box 2.1:</b> Mark X to confirm that you are a Retail Noteholder: <input style="width: 40px; height: 20px;" type="checkbox"/>	<b>Box 2.2:</b> Mark X to confirm that you are a Non-Retail Noteholder: <input style="width: 40px; height: 20px;" type="checkbox"/>
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3. EXECUTION BY AN INDIVIDUAL/COMPANY

BOX 3A: Execution by individual(s)				REMEMBER TO HAVE YOUR SIGNATURE WITNESSED OR THIS FORM WILL BE REJECTED			
<b>Signed by:</b> Sole or first named registered holder signature	Date	<b>Witnessed by:</b> Signature of witness	Name of witness	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>
Joint registered holder(s) (if any) signature	Date	Signature of witness	Name of witness	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>
Joint registered holder(s) (if any) signature	Date	Signature of witness	Name of witness	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>
Joint registered holder(s) (if any) signature	Date	Signature of witness	Name of witness	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>

BOX 3B: Execution block to be used where Holder is a company			
<b>Signed by:</b> Name of Company	<input style="width: 95%; height: 20px;" type="text"/>		
Name of Director/Attorney	Signature	Date:	<input style="width: 95%; height: 20px;" type="text"/>
Name of Director/Secretary/Attorney	Signature	Date:	<input style="width: 95%; height: 20px;" type="text"/>
If you are affixing a company seal, please mark X in the box to the right.	<input style="width: 40px; height: 20px;" type="checkbox"/>	Affix company seal here	
<input style="width: 95%; height: 40px;" type="text"/>			

4. DETAILS FOR RECEIPT OF RETAIL CASH CONSIDERATION. If you would like the Retail Cash Consideration (if applicable) to be paid to an account other than that in which you receive payment of interest on the 2023 Notes, include details in this Box 4 of such account.

Box 4:

**FURTHER NOTES ON HOW TO COMPLETE THIS RETAIL CONFIRMATION****1. IF THE PERSON NAMED AS REGISTERED HOLDER (BOX 1A) IS AWAY FROM HOME (E.G. ABROAD OR ON HOLIDAY) OR WHERE A POWER OF ATTORNEY HAS BEEN GRANTED**

You should send this Retail Confirmation by the quickest means (such as air mail) to the registered holder. If a registered holder has executed a power of attorney, the attorney may sign this Retail Confirmation. The original power of attorney (or a notarially certified copy or office copy of such power of attorney) must be delivered with this completed Retail Confirmation for noting. The Registrar will note the power of attorney and return it as directed. No other signatures will be accepted.

**2. IF THE SOLE REGISTERED HOLDER HAS DIED OR ONE OR MORE OF THE REGISTERED HOLDERS HAVE DIED**

Where 2023 Notes are registered in the name of a sole Holder who is deceased, these 2023 Notes can only be voted following the transfer of the 2023 Notes to the legal representatives or other beneficiaries of the estate. A copy of the court confirmation, probate or letters of administration and a signed transfer form must be lodged as soon as possible so as to be received by the Registrar by not less than 48 hours before the time fixed for the relevant Meeting. If one or more of the registered holders have died, this Retail Confirmation is valid if executed by all the surviving holders, each in the presence of a witness, and lodged with the Registrar at the address above, accompanied by the death certificate, court confirmation, probate or letters of administration in respect of the deceased joint holder.

**3. IF YOU DO NOT RETURN THIS RETAIL CONFIRMATION**

If you do not complete and return this Retail Confirmation to the Registrar please note that you will be deemed to be a Non-Retail Holder and will be subject to the Creditors' Scheme and your 2023 Notes will be mandatorily cancelled in exchange for A Shares. You will not be eligible to receive the Retail Cash Consideration pursuant to the terms of the Consent Solicitation.