

**IN THE MATTER OF THE CO-OPERATIVE BANK P.L.C.**

**AND IN THE MATTER OF THE COMPANIES ACT 2006**

**NOTICE OF A COURT HEARING OF AN APPLICATION TO SANCTION A SCHEME OF  
ARRANGEMENT PURSUANT TO SECTION 899 OF THE COMPANIES ACT 2006**

€34,980,000 Floating Rate Callable Step-up Dated Subordinated Notes due 2016 (ISIN: XS0254625998)

£37,775,000 5.875% Subordinated Callable Notes due 2019 (ISIN: XS0189539942)

£275,000,000 9.25% Subordinated Notes due April 2021 (ISIN: XS0620315902)

£8,747,000 Fixed/Floating Rate Subordinated Notes due November 2021 (ISIN: XS0274155984)

£235,402,000 7.875% Subordinated Notes due 2022 (ISIN: XS0864253868)

£200,000,000 5.75% Dated Callable Step-up Subordinated Notes due 2024 (ISIN: XS0188218183)

£150,000,000 5.875% Subordinated Notes due 2033 (ISIN: XS0145065602)

issued by The Co-operative Bank p.l.c. (together, the **Dated Notes**)

Reference is made to the notice dated 4 December 2013 announcing that, by an order of the same date, the High Court of Justice of England and Wales (the **Court**) had directed that a meeting (the **Scheme Meeting**) be convened of Scheme Creditors (as such term is defined in the scheme of arrangement hereinafter referred to) of The Co-operative Bank p.l.c. (the **Company**) for the purposes of considering and, if thought fit, approving (with or without modification, addition or condition approved or imposed by the Court and/or agreed by the Company) a scheme of arrangement proposed to be made between the Company and the Scheme Creditors (the **Scheme**).

Reference is also made to a notice published on 17 December 2013 by the Regulatory News Service of the London Stock Exchange, announcing that at the Scheme Meeting held on 16 December 2013 the Scheme was approved by a majority in number representing more than 75% by value of those Scheme Creditors present and voting, in person or by proxy, at the Scheme Meeting.

**NOTICE IS HEREBY GIVEN THAT**, at 10:30 a.m. on 18 December 2013, the Court shall hear an application (the **Sanction Hearing**) by the Company for an order that the Scheme approved by Scheme Creditors at the Scheme Meeting be sanctioned pursuant to section 899 of the Companies Act 2006.

Any natural or legal person holding an interest in the Dated Notes is entitled to attend the Sanction Hearing and make representations to the Court, or to instruct counsel to attend the Sanction Hearing and make representations to the Court on their behalf.

The Sanction Hearing shall take place at Court 30 of The Rolls Building, Fetter Lane, London EC4A 1NL.

Dated 17 December 2013

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