

NOTICE OF SCHEME MEETING

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

No. 7830 of 2013

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

and

IN THE MATTER 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)

and

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

issued by the Company (together, the **Dated Notes**)

NOTICE IS HEREBY GIVEN that, by an order dated 4 December 2013 (varying an order made 18 November 2013) made in the above matter, the High Court of England and Wales (the **Court**) has directed that a meeting (the **Scheme Meeting**) be convened of the 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 (as amended on 4 December 2013, the **Scheme**).

The Scheme Meeting will be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD on 16 December 2013 commencing at 10 a.m. (London time). All Scheme Creditors are requested to attend at such place and time either in person, by a duly authorised representative if a corporation, or by proxy.

A copy of the Scheme and a copy of the statement required to be furnished pursuant to section 897 of the Companies Act 2006 (as amended on 4 December 2013, the **Explanatory Statement**) are incorporated in the document of which this notice forms part.

Scheme Creditors may vote in person or by a duly authorised representative if a corporation, at the Scheme Meeting or they may appoint another person, whether a Scheme Creditor or not, as their proxy to attend and vote in their place. Scheme Creditors may appoint proxies to vote at the Scheme Meeting by filling out section 3 (*Voting*) of the Account Holder Letter (as defined in the Explanatory Statement). If a Scheme Creditor is a corporation, it must appoint an authorised representative or proxy to vote on its behalf at the

Scheme Meeting by filling out section 3 (*Voting*) of the Account Holder Letter in order to be entitled to vote at the Scheme Meeting.

To avoid double counting, each of the trustees and the common depositaries for the Dated Notes has confirmed in writing that it will not exercise any voting rights to which it may be entitled as a Scheme Creditor.

Each Scheme Creditor or its proxy will be required to register its attendance at the Scheme Meeting prior to the commencement of the Scheme Meeting. Registration will commence at 8.00 a.m. (London time) on the date of the Scheme Meeting and each Scheme Creditor and proxy must be registered no later than one hour prior to the commencement of the meeting. Each Scheme Creditor that is not a proxy must bring to the Scheme Meeting a copy of the relevant Account Holder Letter, evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board minutes) and evidence of personal identity (for example, a passport or other picture identification). Each proxy must bring to the Scheme Meeting a copy of the Account Holder Letter authorising him or her to act as proxy on behalf of the Scheme Creditor and evidence of personal identity (for example, a passport or other picture identification).

In order to vote on the Scheme and attend the Scheme Meeting (in person, by a duly authorised representative if a corporation, or by proxy), Scheme Creditors must ensure that an Account Holder Letter is completed, delivered to and received by the Information Agent (as defined in the Explanatory Statement) (marked for the attention of Sunjeeve Patel / Yves Theis) in accordance with the instructions set out in the Account Holder Letter before 4.30 p.m. (London time) on 13 December 2013. A copy of the form of Account Holder Letter may be downloaded from <http://www.co-operative.coop/Bondholders> (the **Scheme Website**).

The Scheme, the Explanatory Statement and the Account Holder Letter will be available to download from the Scheme Website during the course of the afternoon on 4 December 2013 and thereafter. A letter from the Company dated 4 December 2013 explaining the amendments to the Scheme, the Explanatory Statement and the Account Holder Letter from the versions uploaded to the Scheme Website on or around 18 November 2013 (the **Amendment Letter**) is being sent to Scheme Creditors via the Clearing Systems (as defined in the Explanatory Statement) on the date of this notice and is also available to download from the Scheme Website. If a hard copy is required, please send your request to the Information Agent (marked for the attention of Sunjeeve Patel / Yves Theis). By the order referred to above, the Court has appointed Niall Booker or, failing him, Alistair Asher or, failing him, Mark Sterling or another partner of Allen & Overy LLP to act as chairman of the Scheme Meeting and has directed the chairman to report the result of the Scheme Meeting to the Court.

Any Scheme Creditor on whose behalf a valid account holder letter for the purposes of the version of the Explanatory Statement which was uploaded to the Scheme Website on or around 18 November 2013 which includes a valid election to participate in the Additional New Ordinary Shares Offer and/or the Sub-purchasing Offer (as each such term was defined in that version of this Explanatory Statement) (any such account holder letter, an **Old Account Holder Letter**) has been delivered to and received by the Information Agent on or before the date of this notice should read carefully the changes to the Additional New Ordinary Shares Offer (as defined in the Explanatory Statement) described in the Amendment Letter (including the blackline of changed pages to the Explanatory Statement from the version uploaded to the Scheme Website on or around 18 November 2013).

Any Old Account Holder Letter delivered to the Information Agent will have no effect. However, if a valid Account Holder Letter is delivered to and received by the Information Agent before 4.30 pm (London time) on 13 December 2013 in respect of a Scheme Creditor on whose behalf an Old Account Holder Letter has, prior to the delivery of that Account Holder Letter, been delivered to and received by the Information Agent (and not revoked), that Account Holder Letter will be deemed to have been received by the Information Agent on the date and at the time that the Old Account Holder Letter was received by the Information Agent.

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

For further information in this regard, please contact the Information Agent using the following contact details:

Lucid Issuer Services Limited
Leroy House
436 Essex Road
London
N1 3QP
Attention: Sunjeeve Patel / Yves Theis
Telephone: +44 20 7704 0880
Email: co-op@lucid-is.com
Facsimile: +44 20 7067 9098

Dated 4 December 2013

The Co-operative Bank p.l.c.