

The Co-operative Bank p.l.c.

22 May 2018

### Results of the Annual General Meeting

The Co-operative Bank p.l.c. (the “Bank” or the “Company”) announces that at its Annual General Meeting (“AGM”) held earlier today, all the resolutions put to its sole shareholder were passed. Resolutions 1 to 12 (inclusive) were passed as ordinary resolutions and resolution 13 was passed as a special resolution. The results of the votes cast on each resolution are as follows:

	<b>Resolution</b>	<b>Votes For (%)</b>	<b>Votes Against (%)</b>	<b>Total Votes Validly Cast (% of Issued Ordinary Share Capital)</b>	<b>Votes Withheld</b>
1.	To receive the Company’s accounts and the Directors’ Report and the Auditor’s Report for the year ended 31 December 2017.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
2.	To elect Robert Dench as a Director.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
3.	To elect Thomas Wood as a Director.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
4.	To re-elect Charles Bralver as a Director.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
5.	To re-elect Laura Carstensen as a Director.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
6.	To re-elect Liam Coleman as a Director.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
7.	To re-elect Glyn Smith as a Director.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
8.	To re-elect William Thomas as a Director.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
9.	To re-elect Derek Weir as a Director.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
10.	To re-appoint Ernst & Young LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the Shareholders.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
11.	To authorise the Audit Committee, for and on behalf of the Directors, to determine the auditor’s remuneration.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
12.	To approve the amended terms of reference of the values and ethics committee of the Company.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0
13.	To approve the amended articles of association of the Company.	511,456,510 (100%)	0 (0%)	511,456,510 (100%)	0

As at 6.00pm on 18 May 2018, the time by which shareholders who wanted to attend and vote at the AGM must have been entered on the Bank’s register of members, the Bank’s issued voting share capital consisted of

511,456,510 ordinary shares, carrying one vote each. A vote withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution.

Pursuant to UK Listing Rule 9.6.2R, copies of all resolutions, other than those concerning ordinary business, passed at the AGM will be shortly submitted to the National Storage Mechanism and will be available for inspection at <http://www.morningstar.co.uk/uk/NSM>.

The full text of the resolutions can be found in the Notice of Annual General Meeting which is available for inspection at <http://www.co-operativebank.co.uk/investorrelations/agm>.