

The Co-operative Bank p.l.c.

(Incorporated and registered in England and Wales with registered number 00990937)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **ANNUAL GENERAL MEETING** of The Co-operative Bank p.l.c. (the '**Company**') will be held at 1 Balloon Street, Manchester, M60 4EP and via videoconference at 9:20 a.m. on Tuesday, 16 May 2023 to consider and, if thought fit, to transact the following business:

All resolutions will be proposed as ordinary resolutions. Explanations of the resolutions are given on pages 3 and 4. Additional information can be found on page 5.

In accordance with best practice, all resolutions proposed at the meeting will be voted on by means of a poll, rather than on a show of hands.

ORDINARY RESOLUTIONS:

Resolution 1 — Annual Report and Accounts

1. **THAT**, the Company's financial statements and the reports of the directors and of the auditors for the financial year ended 31 December 2022 be received.

See note on page 3.

Resolutions 2 to 12— Election and re-election of Directors

2. **THAT**, Ranjit Singh be elected as a director.
3. **THAT**, Fiona Clutterbuck be elected as a director.
4. **THAT**, Robert Dench be re-elected as a director.
5. **THAT**, Derek Weir be re-elected as a director.
6. **THAT**, Sir William Thomas be re-elected as a director.
7. **THAT**, Glyn Smith be re-elected as a director.
8. **THAT**, Susan Harris be re-elected as a director.
9. **THAT**, Richard Slimmon be re-elected as a director.
10. **THAT**, Sebastian Grigg be re-elected as a director.
11. **THAT**, Nick Slape be re-elected as a director.
12. **THAT**, Louise Britnell be re-elected as a director.

See notes on page 3.

Resolution 13 & 14 - Re-appointment and remuneration of auditor

13. **THAT**, Ernst & Young LLP be re-appointed as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.

14. **THAT**, the Joint Audit Committee (for and on behalf of the Board of Directors) determines the remuneration of the auditor.

See note on page 3.

Resolution 15 – Authority Framework

15. **THAT**, the existing Authority Framework of the Company be and is hereby amended in the form produced to the meeting.

See note on page 3.

Resolution 16 – Terms of Reference for the Joint Audit Committee

16. **THAT**, the terms of reference for the Joint Audit Committee be and are hereby amended in the form produced to the meeting.

See note on page 3.

Resolution 17 – Terms of Reference for the Risk Committee

17. **THAT**, the terms of reference for the Risk Committee be and are hereby amended in the form produced to the meeting.

See note on page 3.

Resolution 18 – Terms of Reference for the Nomination Committee

18. **THAT**, the terms of reference for the Nomination Committee be and are hereby amended in the form produced to the meeting.

See note on page 4.

Resolution 19 – Terms of Reference for the Remuneration Committee

19. **THAT**, the terms of reference for the Remuneration Committee be and are hereby amended in the form produced to the meeting.

See note on page 4.

Resolution 20 – Terms of Reference for the Values and Ethics Committee

20. **THAT**, the terms of reference for the Values and Ethics Committee be and is hereby amended in the form produced to the meeting.

See note on page 4.

By order of the Board

Catherine Green, Company Secretary

The Co-operative Bank p.l.c.

Date: 16 May 2023

The Co-operative Bank p.l.c.

Registered in England and Wales. Registered number 00990937.

Registered Office P.O. Box 101, 1 Balloon Street, Manchester, M60 4EP.

EXPLANATORY NOTES

The explanatory notes that follow form part of the notice of this AGM and provide important information regarding the items of business to be considered at the AGM.

Resolutions 1 to 20 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 1 – Annual report and accounts

The directors are required to present to the AGM the Company's audited financial statements, directors' report, strategic report and auditor's report for the financial year ended 31 December 2022.

Resolutions 2 to 12 – Election and re-election of Directors

In accordance with the Company's articles of association, all directors of the Company are required to be subject to annual re-election by shareholders. At the 2023 AGM, Ranjit Singh and Fiona Clutterbuck will stand for election by the shareholders for the first time, following their appointments on 12 September 2022 (Ranjit Singh) and 17 April 2023 (Fiona Clutterbuck).

Robert Dench, Derek Weir, Sir William Thomas, Glyn Smith, Susan Harris, Richard Slimmon, Sebastian Grigg, Nick Slape and Louise Britnell will all stand for re-election by the shareholders.

Resolution 13 – Re-appointment of the auditor

At each general meeting at which the accounts are presented to its shareholders, the Company is required to appoint an auditor to hold office until the end of the next such meeting. Resolution 13, on the Joint Audit Committee's recommendation, seeks shareholder approval for the re-appointment of Ernst & Young LLP as the Company's auditor to hold office from the end of this AGM until the end of the Company's next AGM.

Resolution 14 – Remuneration of the auditor

Resolution 14 seeks shareholder approval for the Joint Audit Committee (for and on behalf of the directors) to be authorised to determine the remuneration of the auditors, Ernst & Young LLP.

Resolution 15 – Amendments to the Authority Framework

This resolution seeks shareholder approval to amend the Authority Framework to update all sections therein following a review by all business areas.

Resolution 16 – Terms of Reference for the Joint Audit Committee

This resolution seeks shareholder approval to amend the terms of reference of the Joint Audit Committee.

Resolution 17 – Terms of Reference for the Risk Committee

This resolution seeks shareholder approval to amend the terms of reference of the Risk Committee.

Resolution 18 – Terms of Reference for the Nomination Committee

This resolution seeks shareholder approval to amend the terms of reference of the Nomination Committee.

Resolution 19 – Terms of Reference for the Remuneration Committee

This resolution seek shareholder approval to amend the terms of reference of the Remuneration Committee.

Resolution 20 – Terms of Reference for the Values and Ethics Committee

This resolution seeks shareholder approval to amend the terms of reference of the Values and Ethics Committee.

Notes:

1. Appointment of proxies

A shareholder is entitled to appoint one or more proxies to exercise their right to attend, speak and vote at the meeting. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Such proxy or proxies need not be shareholders of the Company. To appoint more than one proxy, please obtain the appropriate number of additional form(s) of proxy from the Company Secretary, 6th Floor, P.O. Box 101, 1 Balloon Street, Manchester, M60 4EP or if you have received a paper form of proxy, photocopy the form you have received.

2. Return date for proxies

To be effective, a form of proxy, duly signed, must be sent to the Company at 6th Floor, P.O. Box 101, 1 Balloon Street, Manchester, M60 4EP, so as to be received by no later than 6 p.m. on Friday, 12 May 2023. The completion and return of a form of proxy will not preclude shareholders entitled to attend and vote at the meeting from doing so in person if they so wish.

3. Corporate representative

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same shares.

4. Shareholders' right to ask questions

Shareholders have the right to ask questions at the meeting relating to the business of meeting and the Company has an obligation to answer such questions unless they fall within any of the statutory exceptions.