

**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 the London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS on Wednesday, 1 May 2024 at 5:35pm 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 2023 be received.

See note on page 3.

**Resolutions 2 to 11— Election and re-election of Directors**

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

See notes on page 3.

**Resolution 12 & 13 - Appointment and remuneration of auditor**

12. **THAT**, PricewaterhouseCoopers LLP be 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.

13. **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 14 – Authority Framework**

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

See note on page 3.

#### **Resolution 15 – Terms of Reference of the Joint Audit Committee**

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

See note on page 4.

#### **Resolution 16 – Terms of Reference for the Risk Committee**

16. **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 4.

#### **Resolution 17 – Terms of Reference for the Nomination Committee**

17. **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 18 – Terms of Reference for the Remuneration Committee**

18. **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 19 – Terms of Reference for the Values and Ethics Committee**

19. **THAT**, the terms of reference for the Values and Ethics Committee be and are 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: 1 May 2024

**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 19 (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 2023.

### **Resolutions 2 to 11 – 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 2024 AGM, Mark Parker will stand for election by the shareholders for the first time, following his appointment on 1 September 2023.

Robert Dench, Glyn Smith, Susan Harris, Ranjit Singh, Fiona Clutterbuck, Richard Slimmon, Sebastian Grigg, Nick Slape and Louise Britnell will all stand for re-election by the shareholders.

### **Resolution 12 – Appointment of the auditor**

At each general meeting at which the accounts are presented to the shareholders, the Company is required to appoint an auditor to hold office until the end of the next such meeting. Resolution 12, on the Joint Audit Committee's recommendation, seeks shareholder approval for the appointment of PricewaterhouseCoopers LLP as the Company's auditor to hold office from the end of this AGM until the end of the Company's next AGM.

The year ending 31 December 2023 was the last year for which Ernst & Young LLP will hold office as auditor. Following a competitive mandatory tender process overseen by the Audit Tender Steering Group of the Joint Audit Committee, the Company announced its intention in January 2023 to appoint PricewaterhouseCoopers LLP as auditor for the year ending 31 December 2024.

### **Resolution 13 – Remuneration of the auditor**

Resolution 13 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, PricewaterhouseCoopers LLP.

### **Resolution 14 – 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 15 – 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 16 – Terms of Reference for the Risk Committee**

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

**Resolution 17 – Terms of Reference for the Nomination Committee**

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

**Resolution 18 – Terms of Reference for the Remuneration Committee**

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

**Resolution 19 – 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, 6<sup>th</sup> 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 6<sup>th</sup> 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, 26 April 2024. 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 the meeting and the Company has an obligation to answer such questions unless they fall within any of the statutory exceptions.