

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 via videoconference at 3:10 p.m. on Tuesday, 22 April 2025 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 page 2.

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 2024 be received.

See note on page 2.

Resolutions 2 and 3 — Re-appointment and remuneration of auditor

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

See note on page 2.

By order of the Board

Catherine Green, Company Secretary
The Co-operative Bank p.l.c.
Date: 22 April 2025

The Co-operative Bank p.l.c.
Registered in England and Wales. Registered number 00990937.
Registered Office 1 Balloon Street, Manchester, M4 4BE.

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 3 (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 2024.

Resolution 2 – Re-appointment of the auditor

At each general meeting at which the accounts are presented to the shareholder, the Company is required to appoint an auditor to hold office until the end of the next such meeting. Resolution 2, on the Joint Audit Committee's recommendation, seeks shareholder approval for the re-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.

Resolution 3 – Remuneration of the auditor

Resolution 3 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.

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, 1 Balloon Street, Manchester, M4 4BE 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 1 Balloon Street, Manchester, M4 4BE, so as to be received by no later than 6 p.m. on Friday, 18 April 2025. 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.