

THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (AS AMENDED, THE EUWA).

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The Co-operative Bank Holdings p.l.c.  
18 September 2024

### TENDER OFFER RESULTS ANNOUNCEMENT

Further to its announcement dated 10 September 2024, The Co-operative Bank Holdings p.l.c. (the **Offeror**) announces today the results of its invitation to holders of its outstanding £200,000,000 Fixed Rate Reset Callable Notes due 2025 (ISIN: XS2263766078, such Notes originally issued by The Co-operative Bank Finance p.l.c.) (the **Notes**) to tender any and all of their Notes for purchase by the Offeror for cash, subject to the satisfaction (or waiver) of the New Issue Condition (such invitation, the **Offer**).

The Offer was made on the terms and subject to the conditions contained in the tender offer memorandum dated 10 September 2024 (the **Tender Offer Memorandum**) prepared by the Offeror in connection with the Offer. Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Tender Offer Memorandum.

The Expiration Deadline for the Offer was 4.00 p.m. (London time) on 17 September 2024. As at the Expiration Deadline, the Offeror had received valid tenders of £176,903,000 in aggregate nominal amount of the Notes for purchase pursuant to the Offer.

The Offeror announces it will accept for purchase all Notes validly tendered pursuant to the Offer. Settlement of the issue of the New Notes will take place on 19 September 2024, and the New Issue Condition will be satisfied following such settlement.

The Purchase Price the Offeror will pay for those Notes validly tendered and accepted for purchase pursuant to the Offer is 100.60 per cent. of their nominal amount, and the Offeror will also pay an Accrued Interest Payment in respect of such Notes.

Settlement of the purchase of the relevant Notes pursuant to the Offer is expected to take place on 19 September 2024, after which £23,097,000 in aggregate nominal amount of the Notes will remain outstanding.

**Deutsche Bank AG, London Branch** (Telephone: +44 20 7545 8011; Attention: Liability Management), **Goldman Sachs International** (Telephone: +44 20 7774 4836; Attention: Liability Management Group; Email: liabilitymanagement.eu@gs.com) and **NatWest Markets Plc** (Telephone: +44 20 7678 5222; Attention: Liability Management; Email: NWMLiabilityManagement@natwestmarkets.com) are acting as Joint Dealer Managers for the Offer.

**Kroll Issuer Services Limited** (Telephone: +44 20 7704 0880; Attention: Owen Morris; Email: co-op@is.kroll.com; Offer Website: <https://deals.is.kroll.com/co-op>) is acting as Tender Agent for the Offer.

This announcement is released by the Offeror and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the EUWA (UK MAR), encompassing information relating to the Offer described above. For the purposes of UK MAR and the Implementing Technical Standards, this announcement is made by Catherine Green, Company Secretary of the Offeror.

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**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire any securities is being made pursuant to this announcement. The distribution of this announcement and/or the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum come(s) are required by each of the Offeror, the Joint Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.