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Private & confidential

Brona McKeown
The Company Secretary
The Co-operative Bank plc
1 Balloon Street
Manchester
M60 4EP

6 May 2014

TUESDAY



Dear Ms McKeown

We write to you in your capacity as company secretary of the Co-operative Bank plc

We hereby give notice of our resignation as auditors of the Co-operative Bank plc with effect from today. In accordance with section 519 of the Companies Act 2006, we enclose our statutory statement given in connection with our ceasing to act.

Under section 517 of the Companies Act 2006, you are required to file a copy of this letter of notice with the Registrar of Companies within 14 days of your receipt of this letter.

Under section 523 of the Companies Act 2006, you are required to make various notifications to the relevant audit authority in connection with our resignation. We consider that the audit of the financial statements of the Co-operative Bank plc falls within the definition of a major audit and therefore your notification should be made to the Financial Reporting Council.

Yours sincerely

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COMPANIES HOUSE

Dear Ms McKeown

Statement on ceasing to hold office as auditor pursuant to section 519 of the Companies Act 2006

We write to you in your capacity as company secretary of the Co-operative Bank p l c

In accordance with section 519 of the Companies Act 2006, we confirm that there are no circumstances connected with our ceasing to hold office as auditor of the Co-operative Bank p l c that we consider should be brought to the attention of the respective companies' members or creditors

Yours sincerely

KPMG Audit Plc.

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