

Company No. 990937

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

THE CO-OPERATIVE BANK P.L.C.

At the Annual General Meeting of the Company held at 9.00 a m on 30 May 2014 the following resolutions were passed resolution 12 as ordinary resolution and resolutions 13, 14 and 15 as special resolutions

ORDINARY RESOLUTION 12 – AUTHORITY TO ALLOT SHARES

That, the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company

- (a) to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £4,166,666 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) of this Resolution 12 in excess of £4,166,666), and
- (b) to allot equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £8,333,333 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (a) of this Resolution 12) in connection with or pursuant to an offer by way of a rights issue
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities, or subject to such rights, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of the AGM of the Company in 2015 (or, if earlier, the close of business

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on 30 June 2015) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 12 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560 of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights

SPECIAL RESOLUTION 13 – AUTHORITY TO ALLOT EQUITY SECURITIES

That, subject to the passing of Resolution 12 above, the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash, pursuant to the authority granted by Resolution 12 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 12, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only)
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, and

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 12 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this Resolution 13) up to a nominal amount of £625,000,

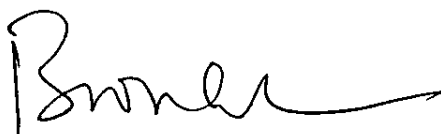
such power to apply until the end of the AGM of the Company in 2015 (or, if earlier, the close of business on the 30 June 2015) but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the directors may allot equity securities under any such offer or agreement as if the power had not expired

SPECIAL RESOLUTION 14 – AUTHORITY TO APPLY RATIO OF FIXED TO VARIABLE COMPONENTS OF TOTAL REMUNERATION

That the Company be authorised to apply a ratio of the fixed to variable components of total remuneration for "Remuneration Code Staff" that exceeds 1:1, provided that the ratio does not exceed 1:2

SPECIAL RESOLUTION 15 – AUTHORITY TO CALL AGM ON 14 CLEAR DAYS' NOTICE

That a general meeting other than an AGM may be called on not less than 14 clear days' notice

A handwritten signature in black ink, appearing to read 'Brown', is written above a horizontal line.

COMPANY SECRETARY