

**Return of Allotment of Shares**Company Name: **THE CO-OPERATIVE BANK HOLDINGS LIMITED**Company Number: **10865342**Received for filing in Electronic Format on the: **12/10/2021**

XAEXV8S2

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	09/09/2021	

Class of Shares:	B	Number allotted	10
	REDEEMABLE	Nominal value of each share	0.01
	PREFERENCE	Amount paid:	0.01
	SHARE	Amount unpaid:	0

Currency: **GBP**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	B	Number allotted	83
	REDEEMABLE	Aggregate nominal value:	0.83
	PREFERENCE		
Currency:	GBP		
Prescribed particulars			

THE B SHARES SHALL NOT CARRY ANY RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY EXCEPT AS PROVIDED FOR IN THE RETURN OF CAPITAL ON LIQUIDATION. ON A RETURN OF CAPITAL ON LIQUIDATION, DISSOLUTION OR WINDING UP, THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST, IN RESPECT OF EACH B SHARE, AN AMOUNT EQUAL TO ITS NOMINAL VALUE (AND IF SUCH PROCEEDS ARE INSUFFICIENT, ALLOCATED BETWEEN THEM PRO RATA TO THE AGGREGATE AMOUNT DUE TO EACH HEREUNDER); AND (II) SECOND, THE BALANCE REMAINING (IF ANY) SHALL BE DISTRIBUTED TO THE A SHAREHOLDERS PRO RATA BY REFERENCE TO THE NUMBER OF A SHARES HELD BY THEM RESPECTIVELY. EACH B SHAREHOLDER IS ENTITLED TO RECEIVE NOTICE, ATTEND AND VOTE AT A GENERAL MEETING OF THE COMPANY. WHENEVER THE HOLDERS OF THE B SHARES ARE ENTITLED TO VOTE AT A GENERAL MEETING OF THE COMPANY UPON ANY RESOLUTION PROPOSED AT SUCH MEETING, ON A SHOW OF HANDS EVERY HOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY REPRESENTATIVE OR PROXY SHALL HAVE ONE VOTE AND, ON A POLL, SHALL HAVE ONE VOTE IN RESPECT OF EACH B SHARE REGISTERED IN THE NAME OF SUCH HOLDER. THE B SHARES HAVE ATTACHED TO THEM RIGHTS OF REDEMPTION BY THE COMPANY. FOLLOWING A BANK EXIT, IF SURPLUS ASSETS ARE AVAILABLE FOR DISTRIBUTION AND FOR SO LONG AS THE COMPANY IS SUBJECT TO THE PRA'S REGULATORY POWERS, THE PRA HAS PROVIDED ANY CONSENT REQUIRED TO MAKE SUCH DISTRIBUTION, THE COMPANY MAY DISTRIBUTE, AFTER PAYMENT OF ITS LIABILITIES, SUCH SURPLUS ASSETS: (I) FIRST, IN RESPECT OF EACH B SHARE, AN AMOUNT EQUAL TO ITS NOMINAL VALUE (AND IF SUCH PROCEEDS ARE INSUFFICIENT, ALLOCATED BETWEEN THEM PRO RATA TO THE AGGREGATE AMOUNT DUE TO EACH UNDER THE ARTICLES);(II) SECOND, PROVIDED THAT THE VALUATION OF THE BANK ON A BANK EXIT IS EQUAL TO OR GREATER THAN 0.4X OF THE TANGIBLE BOOK VALUE OF THE BANK AS AT THE DATE OF THE BANK EXIT, AN AGGREGATE OF £25,000,000 (THE "EXIT PREMIUM") TO THE B SHAREHOLDERS, SOLELY IN ACCORDANCE WITH THE EXIT PREMIUM PRINCIPLES SET OUT IN THE B SHAREHOLDERS' AGREEMENT; AND (III) THIRD, THE BALANCE REMAINING (IF ANY) MAY BE DISTRIBUTED TO SHAREHOLDERS. ON AN IPO EXIT, PROVIDED THAT THE VALUATION OF THE BANK IS EQUAL TO OR GREATER THAN 0.4X OF THE TANGIBLE BOOK VALUE OF THE BANK AS AT THE DATE OF THE LPO EXIT, THE COMPANY SHALL ALLOT AND ISSUE TO EACH OF THE B SHAREHOLDERS, A SHARES EQUIVALENT TO THE VALUE OF THE EXIT PREMIUM WHICH THEY WOULD HAVE RECEIVED, UPON A BANK EXIT. "BANK EXIT" MEANS ANY TRANSACTION OR ARRANGEMENT WHICH RESULTS IN THE COMPANY CEASING TO: (I)

BE THE BANK'S DIRECT OR INDIRECT HOLDING COMPANY; OR (II) HOLD DIRECTLY OR INDIRECTLY SUBSTANTIALLY ALL OF THE ASSETS OF THE BANK.

Class of Shares:	ORDINARY	Number allotted	9029130200
	A	Aggregate nominal value:	902913.02
	SHARES		
Currency:	GBP		
Prescribed particulars			

THE A SHARES SHALL BE ENTITLED TO DIVIDENDS TO BE PAID OUT OF THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND PERMITTED TO BE DISTRIBUTED. ALL DIVIDENDS DECLARED IN RESPECT OF THE A SHARES SHALL BE DISTRIBUTED AMONG THE A SHAREHOLDERS IN PROPORTION TO THE NUMBER OF A SHARES HELD BY THEM RESPECTIVELY. V ON A RETURN OF CAPITAL ON LIQUIDATION, DISSOLUTION OR WINDING UP (WHETHER VOLUNTARY OR INVOLUNATRY) OR RETURN OR REDUCTION OF CAPITAL THE COMPANY (OTHER THAN A REDEMPTION OF B SHARES), THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST, IN RESPECT OF EACH B SHARE, AN AMOUNT EQUAL TO ITS NOMINAL VALUE (AND IF SUCH PROCEEDS ARE INSUFFICIENT, ALLOCATED BETWEEN THEM PRO RATA TO THE AGGREGATE AMOUNT DUE TO EACH HEREUNDER); AND (II) SECOND, THE BALANCE REMAINING (IF ANY) SHALL BE DISTRIBUTED TO THE A SHAREHOLDERS PRO RATA BY REFERENCE TO THE NUMBER OF A SHARES HELD BY THEM RESPECTIVELY. NO A SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF, NOR ATTEND OR VOTE (EITHER IN PERSON OR BY PROXY) AT A GENERAL MEETING OF THE COMPANY, SAVE WHERE A RESOLUTION IS TO BE PROPOSED AT SUCH MEETING (I) ABROGATING OR VARYING ANY OF THE RESPECTIVE RIGHTS OR PRIVILEGES ATTACHING TO THE A SHARES, INCLUDING BY WAY OF AMENDMENT TO THE PROVISIONS OF THE ARTICLES; (II) FOR THE WINDING-UP OR DISSOLUTION OF THE COMPANY; (III) IN RESPECT OF THE PURCHASE OR REDEMPTION (SAVE FOR THE REDEMPTION OF THE B SHARES IN ACCORDANCE WITH THE ARTICLES) OF ANY SHARE CAPITAL BY THE COMPANY; OR (IV) IN RESPECT OF A BANK EXIT OR AN IPO EXIT. WHENEVER THE HOLDERS OF THE A SHARES ARE ENTITLED TO VOTE AT A GENERAL MEETING OF THE COMPANY UPON ANY RESOLUTION PROPOSED AT SUCH MEETING, ON A SHOW OF HANDS EVERY HOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND, ON A POLL, SHALL HAVE ONE VOTE IN RESPECT OF EACH A SHARE REGISTERED IN THE NAME OF SUCH HOLDER. FOLLOWING A BANK EXIT, IF SURPLUS ASSETS ARE AVAILABLE FOR DISTRIBUTION AND FOR SO LONG AS THE COMPANY IS SUBJECT TO THE PRA'S REGULATORY POWERS, THE PRA HAS PROVIDED ANY CONSENT REQUIRED TO MAKE SUCH DISTRIBUTION, THE COMPANY MAY DISTRIBUTE, AFTER PAYMENT OF ITS LIABILITIES, SUCH SURPLUS ASSETS:(I) FIRST, IN RESPECT OF EACH B SHARE, AN AMOUNT EQUAL TO ITS NOMINAL VALUE (AND IF SUCH PROCEEDS ARE INSUFFICIENT, ALLOCATED BETWEEN THEM PRO RATA TO THE AGGREGATE AMOUNT DUE TO EACH UNDER THE ARTICLES);(II) SECOND, PROVIDED THAT THE VALUATION OF THE BANK ON A BANK EXIT IS EQUAL TO OR GREATER THAN 0.4X OF THE TANGIBLE BOOK VALUE OF THE BANK AS AT THE DATE OF THE BANK EXIT, AN AGGREGATE OF £25,000,000

(THE “EXIT PREMIUM”) TO THE B SHAREHOLDERS, SOLELY IN ACCORDANCE WITH THE EXIT PREMIUM PRINCIPLES SET OUT IN THE B SHAREHOLDERS’ AGREEMENT; AND (III) THIRD, THE BALANCE REMAINING (IF ANY) MAY BE DISTRIBUTED TO SHAREHOLDERS. ON AN IPO EXIT, PROVIDED THAT THE VALUATION OF THE BANK IS EQUAL TO OR GREATER THAN 0.4X OF THE TANGIBLE BOOK VALUE OF THE BANK AS AT THE DATE OF THE IPO EXIT, THE COMPANY SHALL ALLOT AND ISSUE TO EACH OF THE B SHAREHOLDERS, A SHARES EQUIVALENT TO THE VALUE OF THE EXIT PREMIUM WHICH THEY WOULD HAVE RECEIVED, UPON A BANK EXIT. “BANK EXIT” MEANS ANY TRANSACTION OR ARRANGEMENT WHICH RESULTS IN THE COMPANY CEASING TO: (I) BE THE BANK’S DIRECT OR INDIRECT HOLDING COMPANY; OR (II) HOLD DIRECTLY OR INDIRECTLY SUBSTANTIALLY ALL OF THE ASSETS OF THE BANK.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	9029130283
		Total aggregate nominal value:	902913.85
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.