

COMPANY NUMBER: 11598074

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTION

of

The Co-operative Bank Finance p.l.c.

At the General Meeting of the Company held on 20 October 2023, the following resolution was passed as a special resolution:

SPECIAL RESOLUTION – AMENDMENTS TO THE ARTICLES OF ASSOCIATION

THAT, the existing articles of association of the Company be and are hereby amended in the form produced to the meeting.



.....
COMPANY SECRETARY

FRIDAY



ACGXZHH6

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24/11/2023

#88

COMPANIES HOUSE

COMPANY NUMBER: 11598074

The Co-operative Bank Finance p.l.c.

**APPENDIX TO THE SPECIAL RESOLUTION PASSED AT A GENERAL MEETING
OF THE COMPANY ON 20 OCTOBER 2023**

The following clauses within the existing articles of association have been amended:

PRELIMINARY

2. Interpretation

The definition of Inside Information has been amended, and the definition of Key Committees and V&E Committee removed.

VARIATION OF RIGHTS

10. Dis-application of pre-emption rights

Clause 10(a) has been amended.

DIRECTORS

51. Election of directors by the Company

Clause 51(a) has been amended.

REMUNERATION, EXPENSES, PENSIONS AND OTHER BENEFITS

58. Directors' fees

Clauses 58(a) and 58(b) have been amended.

MEMBER MATTERS

67. Member matters

Clause 67 has been amended.

PROCEEDINGS OF THE BOARD

79. Notice of board meetings

Clause 79(b) has been amended.

81. Chairman or deputy chairman to preside

Clause 81(a) has been amended.

MEMBER INFORMATION RIGHTS

88. Member information rights

Clauses 88(d)(ii) and 88(f)(ii) have been amended.

KEY COMMITTEES

90. Key Committees

Clauses 90(a) and 90(b) have been amended.

91. Purpose and authority

Clause 91(a) has been amended. Clauses 91(b), (c), (d) and (e)(i), (ii) and (iii) have been removed.

92. Key Committee Reporting

Clauses 92(a) and 92(b) have been amended.

93. Members of the Key Committees

Clauses 93(a) and 93(d) have been amended. Clauses 93(b) and 93(c) have been removed.