

The Co-operative Bank p.l.c.

24 May 2017

### Results of the Annual General Meeting

The Co-operative Bank p.l.c. (the "Bank" or the "Company") announces that at its Annual General Meeting ("AGM") held earlier today, all the resolutions put to shareholders were passed. Resolutions 1 to 16 (inclusive) were passed as ordinary resolutions and resolution 17 was passed as a special resolution. The results of the votes cast on each resolution, for which Computershare, the Company's registrar, acted as scrutineer, are as follows:

Resolution	Votes For (%)	Votes Against (%)	Total Votes Validly Cast (% of Issued Ordinary Share Capital)	Votes Withheld
1. To receive the Company's accounts and the Directors' Report, Strategic Report, the Directors' Remuneration Report and the Auditor's Report for the year ended 31 December 2016.	270,830,260 (91.91%)	23,844,208 (8.09%)	294,674,468 (65.27%)	61,695,584
2. To approve the Directors' Remuneration Report for the financial year ended 31 December 2016.	234,235,094 (90.65%)	24,158,482 (9.35%)	258,393,576 (57.24%)	97,976,476
3. To elect Liam Coleman as a Director.	236,844,157 (90.83%)	23,912,570 (9.17%)	260,756,727 (57.76%)	95,613,325
4. To elect Alistair Asher as a Director.	236,697,875 (90.77%)	24,058,852 (9.23%)	260,756,727 (57.76%)	95,613,325
5. To elect Glyn Smith as a Director.	236,697,875 (90.77%)	24,058,852 (9.23%)	260,756,727 (57.76%)	95,613,325
6. To elect John Worth as a Director.	236,697,875 (90.77%)	24,058,852 (9.23%)	260,756,727 (57.76%)	95,613,325
7. To re-elect Aidan Birkett as a Director.	236,697,875 (90.77%)	24,058,852 (9.23%)	260,756,727 (57.76%)	95,613,325
8. To re-elect Charles Bralver as a Director.	236,697,875 (90.77%)	24,058,852 (9.23%)	260,756,727 (57.76%)	95,613,325
9. To re-elect Laura Carstensen as a Director.	236,697,875 (90.77%)	24,058,852 (9.23%)	260,756,727 (57.76%)	95,613,325
10. To re-elect Maureen Laurie as a Director.	236,697,875 (90.77%)	24,058,852 (9.23%)	260,756,727 (57.76%)	95,613,325
11. To re-elect Derek Weir as a Director.	236,697,875 (90.77%)	24,058,852 (9.23%)	260,756,727 (57.76%)	95,613,325
12. To re-elect Dennis Holt as a Director.	236,697,875 (90.77%)	24,058,852 (9.23%)	260,756,727 (57.76%)	95,613,325
13. To re-elect William Thomas as a Director.	236,697,875 (90.77%)	24,058,852 (9.23%)	260,756,727 (57.76%)	95,613,325
14. To re-appoint Ernst & Young LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the Shareholders.	270,032,826 (91.64%)	24,641,642 (8.36%)	294,674,468 (65.27%)	61,695,584

15.	To authorise the Audit Committee, for and on behalf of the Directors to determine the auditor's remuneration.	270,761,898 (91.89%)	23,912,570 (8.11%)	294,674,468 (65.27%)	61,695,584
16.	To authorise the Bank to make political donations and incur political expenditure.	270,515,986 (91.80%)	24,158,482 (8.20%)	294,674,468 (65.27%)	61,695,584
17.	That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	270,515,986 (91.80%)	24,158,482 (8.20%)	294,674,468 (65.27%)	61,695,584

As at 6.00pm on 22 May 2017, the time by which shareholders who wanted to attend and vote at the AGM must have been entered on the Bank's register of members, the Bank's issued voting share capital consisted of 451,456,510 ordinary shares, carrying one vote each. A vote withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution.

Pursuant to UK Listing Rule 9.6.2R, copies of all resolutions, other than those concerning ordinary business, passed at the AGM will be shortly submitted to the National Storage Mechanism and will be available for inspection at <http://www.morningstar.co.uk/uk/NSM>.

The full text of the resolutions can be found in the Notice of Annual General Meeting which is available for inspection at <http://www.co-operativebank.co.uk/investorrelations/agm>.

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#### **About The Co-operative Bank**

The Co-operative Bank p.l.c. provides a full range of banking products and services to almost 4 million retail and small and medium sized enterprises customers. The Bank is committed to values and ethics in line with the principles of the co-operative movement. The Co-operative Bank p.l.c. is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. The Co-operative Bank p.l.c. customers are protected by the Financial Services Compensation Scheme in the UK.