

The Co-operative Bank p.l.c.

17 June 2015

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 18 (inclusive) were passed as ordinary resolutions and resolutions 19 to 20 (inclusive) were passed as special resolutions. The results of the votes cast on each resolution, on which Computershare, the Company's registrar, acted as scrutineer, are as follows:

Resolution	Total votes for (%)	Total votes against (%)	Votes total (% of issued share capital)	Votes withheld
1 To receive the Company's accounts and the directors' report and the auditor's report for the year ended 31 December 2014	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
2 To approve the Directors' Remuneration Report (other than the sections dealing with the remuneration policy referred to in Resolution 3) in the form presented on pages 67 to 84 (inclusive) in the 2014 Annual Report, for the year ended 31 December 2014	340,944,546 (99.52%)	1,634,079 (0.48%)	342,578,625 (75.88%)	50,000
3 To approve the directors' remuneration policy in the form set out in the Directors' Remuneration Report contained on pages 70 to 77 (inclusive) of the 2014 Annual Report for the year ended 31 December 2014	340,944,546 (99.52%)	1,634,079 (0.48%)	342,578,625 (75.88%)	50,000
4 To elect Laura Carstensen as a director	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
5 To elect Maureen Laurie as a director	286,609,891 (83.66%)	55,968,734 (16.34%)	342,578,625 (75.88%)	50,000
6 To elect Derek Weir as a director	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
7 To elect John Baines as a director	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
8 To elect Charles Bralver as a director	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
9 To re-elect Dennis Holt as a director	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
10 To re-elect Niall Booker as a director	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
11 To re-elect Richard Coates as a director	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
12 To re-elect Graeme Hardie as a director	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000

13	To re-elect William Thomas as a director	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
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 annual general meeting	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
15	To authorise the directors to determine the auditor's remuneration	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
16	To make political donations and incur political expenditure.	321,258,419 (100.00%)	0 (0.00%)	321,258,419 (71.16%)	21,370,206
17	To approve the Long Term Incentive Plan	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
18	That, in substitution for all existing authorities, 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 to allot shares	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
19	That, in substitution for all existing powers and subject to the passing of Resolution 18 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)	342,578,625 (100.00%)	0 (0.00%)	342,578,625 (75.88%)	50,000
20	That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice	342,129,115 (99.87%)	449,510 (0.13%)	342,578,625 (75.88%)	50,000

As at 6.00pm on 15 June 2015, 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/aboutus/agm>

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About The Co-operative Bank

The Co-operative Bank plc provides a full range of banking products and services to almost 5 million retail and SME (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 is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. The Co-operative Bank plc customers are protected by the Financial Services Compensation Scheme (FSCS) in the UK.