

Briannia House
Leek
Staffordshire Moorlands
ST13 5RG

The CO-OPERATIVE BANK PLC CERTIFICATE

The Co-operative Bank plc (the Issuer)

PO Box 101
1 Balloon Street
Manchester
M60 4EP

incorporated in England and Wales with registered number 990937

1st December, 2012

To: UK Financial Services Authority
Covered Bonds Team, Capital Markets
25 The North Colonnade
Canary Wharf
London
E14 5H5

(The Co-operative Bank Covered Bond Programme (**Programme**))

Unless expressly defined in this Certificate, terms defined in the Regulated Covered Bonds Regulations 2008 (SI 346/2008) (as amended) (the **RCB Regulations**) have the same meaning in this Certificate.

We, the undersigned, being duly authorised officers of the Issuer, hereby certify that as at the date of this Certificate:

- (a) we have made all appropriate searches, enquiries and investigations (including, without limitation, of the Company's books and records) to ascertain the true position in relation to the matters stated below;
- (b) the eligible property (other than liquid assets) in the asset pool for the Programme all falls within class 2 (residential mortgage assets) as specified in Regulation 2(1A) of the RCB Regulations or, as of 31st December 2012, will fall within such class; and
- (c) the Issuer wishes the regulated covered bonds issued under the Programme to be single-asset class regulated covered bonds.

Signed for and on behalf of the Co-operative Bank plc by:

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By James Mack as Director

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By Rajesh Bhatia, Treasurer