

## ATTENDANCE CARD FOR THE COURT MEETING

The Court Meeting of Metro Bank PLC (the “**Company**”) convened with the permission of the Court under the Companies Act 2006 (as amended) will be held on 26 April 2023 at 10.30 a.m. (London time) (or as soon thereafter as the annual general meeting of the Company convened for the same day has concluded or been adjourned) at first floor, One Southampton Row, London WC1B 5HA.

### Attendance

If you wish to attend the Court Meeting, please sign this attendance card and present it at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk. It is intended that the resolution voted upon at the Court Meeting will be subject to a poll (rather than a show of hands) which means that a Scheme Shareholder has one vote for every Scheme Share held. The voting procedure will be explained at the Court Meeting.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend. If you are unable to attend the Court Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf. You may register your proxy appointment(s) and voting instructions online or by returning the Form of Proxy that accompanies this attendance card. Please see the explanatory notes on the back of this card for further details.

Shareholder Reference Number

Signature of person attending

Date

## FORM OF PROXY METRO BANK PLC – COURT MEETING

Before completing the Form of Proxy below, please read carefully the Notice of MB Court Meeting set out in the Scheme Document which has been sent to shareholders and the explanatory notes set out overleaf.

By an order dated 13 March 2023 made in the matter of Metro Bank PLC (the “**Company**”), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the shareholder circular of the Company dated 15 March 2023 (the “**Scheme Document**”)) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (as amended) (the “**Scheme**”) between the Company and the Scheme Shareholders and that such court meeting shall be held at first floor, One Southampton Row, London WC1B 5HA on 26 April 2023 at 10:30 a.m. (or as soon thereafter as the annual general meeting of the Company convened for the same day has concluded or been adjourned) (the “**Court Meeting**”) at which place and time all Scheme Shareholders are requested to attend either in person or by proxy.

Voting ID

Task ID

Shareholder Reference Number

### Please complete in black ink

I/We, being a Scheme Shareholder entitled to attend, speak and vote at the Court Meeting, hereby appoint the Chair of the Court Meeting OR the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the following number of Scheme Shares (as defined in the Scheme Document):

Name of proxy<sup>1</sup>

Number of Scheme Shares<sup>2</sup>

at the Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as indicated below.

Note 1: If you do not wish to appoint the Chair of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box above. Please leave the box empty if you wish to appoint the Chair of the Court Meeting as your proxy.

Note 2: Please leave the box empty if you wish to appoint a proxy in relation to all of your Scheme Shares (see Note 9 overleaf)

Tick box if one of a multiple proxy appointment.  
For the appointment of more than one proxy, please refer to Note 9 overleaf

**IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes or do not sign in either box, then this Form of Proxy will be invalid. Joint shareholders should refer to Note 10 overleaf.**

**FOR the Scheme**

**AGAINST the Scheme**

Signature

Signature

Date

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity:

Company Name

Official Capacity

Please complete this form and return it to Equiniti by post or by hand. Alternatively, you can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the numbers above or, if you are already registered with Shareview, at [www.shareview.co.uk](http://www.shareview.co.uk) (see Note 5 overleaf). To be valid, this Form of Proxy must be received by Equiniti, by post, electronically or by hand, no later than 10.30 a.m. (London time) on 24 April 2023 (or not less than 48 hours before the time appointed for any adjourned meeting, excluding any part of such 48 hour period falling on a day that is not a business day), but if the Form of Proxy is not so lodged or submitted, it may be emailed to Equiniti at [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com) before the time that the Court Meeting is due to commence or handed to the Chair, or Equiniti on behalf of the Chair, immediately prior to the start of the Court Meeting.

Scheme Shareholders who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so by using the procedures described in the CREST manual (which is available by logging on to [www.euroclear.com](http://www.euroclear.com)).

#### Form of Proxy – Explanatory Notes

1. Full details of the resolution to be proposed at the Court Meeting, together with explanatory notes, are set out in the Notice of MB Court Meeting which is set out in Part VI of the Scheme Document. Before completing this Form of Proxy, please also read the sections entitled "Action to be Taken" set out in Parts I and II of the Scheme Document. Terms defined in the Scheme Document relating to the Scheme shall apply in this Form of Proxy unless the context otherwise requires.
2. Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different Scheme Share or Scheme Shares), who need not be a shareholder of the Company, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy and in these Notes. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of Scheme Shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account). Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the Notice of MB Court Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his/her sole discretion.
3. This Form of Proxy (i) in the case of an individual must either be signed by the appointor or the appointor's attorney or authenticated in accordance with the Company's articles of association; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation or authenticated in accordance with the Company's articles of association. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed or authenticated in accordance with the Company's articles of association on behalf of the appointor by an attorney, the Company may treat that appointment as invalid unless the power of attorney or a notarially certified copy of the power of attorney is submitted to the Company.
4. Completion and return of the Form of Proxy or the appointment of a proxy through CREST or electronically will not prevent a Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment of the Court Meeting.
5. Scheme Shareholders entitled to attend and vote at the Court Meeting who hold their Scheme Shares through CREST may appoint a proxy using the CREST electronic proxy appointment service, in accordance with the procedures set out in the CREST manual (which is available by logging on to [www.euroclear.com](http://www.euroclear.com)). Scheme Shareholders entitled to attend and vote at the Court Meeting may appoint a proxy electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk), using their personal Authentication Reference Number (this is the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the Form of Proxy). Alternatively, Scheme Shareholders who have already registered with the Company's Registrar Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) by using their usual user ID and password. Once logged in, simply click "view" on the "My Investments" page, click on the link to vote and then follow the on-screen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites. Scheme Shareholders should note that they may not appoint more than one proxy in respect of their shareholding through the [www.sharevote.co.uk](http://www.sharevote.co.uk) or [www.shareview.co.uk](http://www.shareview.co.uk) service, and if they wish to appoint more than one proxy, they should request Forms of Proxy from Equiniti and submit them as set out in Note 9.
6. It is requested that the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), should be lodged with the Company's Registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or be submitted through CREST or electronically by no later than 10.30 a.m. (London time) on 24 April 2023 (or not less than 48 hours before the time appointed for any adjourned meeting, excluding any part of such 48 hour period falling on a day that is not a business day), but if the Form of Proxy is not so lodged or submitted, it may be emailed to Equiniti at [proxvotes@equiniti.com](mailto:proxvotes@equiniti.com) before the time that the Court Meeting is due to commence or handed to Equiniti or the Chair immediately prior to the start of the Court Meeting.
7. Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn), which may come before the Court Meeting.
8. Entitlement to attend and vote at the Court Meeting or any adjournment of it and the number of votes which may be cast at the Court Meeting shall be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 24 April 2023 or, if the meeting is adjourned, on the day which is two business days before the date of the Court Meeting or adjourned meeting (as the case may be). In each case, changes to the register of members of the Company after such time shall be disregarded.
9. If you wish to appoint more than one proxy in respect of your shareholding, photocopy the Form of Proxy or contact Equiniti, by telephone on +44 (0) 371-384-2050 for further Forms of Proxy. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales). Calls outside the United Kingdom will be charged at national or the applicable rate. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme. For each copy of the Form of Proxy, you should indicate by ticking the box provided if the proxy is one of multiple instructions being given, fill in the name of the proxy and the number of Scheme Shares in respect of which the proxy is appointed. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Shares are sent (in the same envelope) to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
10. In the case of joint holders of Scheme Shares, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding (the first being the most senior).
11. Any corporation which is a Scheme Shareholder may appoint any person to act as its representative who shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member present at the meeting in person.
12. Any alterations to this Form of Proxy must be initialled by the person who signs it.
13. Where two or more valid separate appointments of proxy are received in respect of the same Scheme Share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others. If the Company is unable to determine which is last sent, the one which is last received shall be so treated. If the Company is unable to determine either which is last sent or which is last received, none of them shall be treated as valid in respect of the relevant Scheme Share(s).
14. Neither the death or insanity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy, unless notice of such death, insanity, revocation or termination shall have been received by the Company in accordance with the Company's articles of association.
15. You may not use any electronic address provided either in this Form of Proxy, in the Notice of MB Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
16. The Court has appointed Robert Sharpe or, failing him, any other Director of the Company to act as the Chair of the Court Meeting and has directed the Chair to report the result of the Court Meeting to the Court.
17. If you have any questions relating to the Form of Proxy, please call Equiniti between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on +44 (0) 371-384-2050 (if calling from outside the UK). Calls outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.