

Attendance Card for the General Meeting

A General Meeting of Metro Bank Holdings PLC (the "Company") will be held on 27 November 2023 at 11:30 a.m. (London time) at One Southampton Row, London WC1B 5HA.

Attendance

If you wish to attend the General 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 General Meeting after registering at the registration desk. It is intended that the resolutions voted upon at the General Meeting will be subject to a poll (rather than a show of hands) which means that a Metro Bank Shareholder (if eligible to vote on a resolution) has one vote for every Metro Bank Share held. The voting procedure will be explained at the General Meeting.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the General 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 General 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 HOLDINGS PLC – GENERAL MEETING

Before completing the Form of Proxy below, please read carefully the Notice of General Meeting set out in the combined circular and prospectus dated 9 November 2023 ("Prospectus") which has been provided to shareholders and the explanatory notes set out overleaf.

A general meeting of Metro Bank Holdings PLC (the "Company") for the purpose of considering and, if thought fit, passing the following resolutions, which, in the case of Resolutions 1 and 2 below, will be proposed as ordinary resolutions, in the case of Resolution 3, will be proposed as a special resolution, and in the case of Resolution 4 will be proposed as an ordinary resolution of the Independent Shareholders, will be held on 27 November 2023 at 11:30 a.m. (London time) at One Southampton Row, London WC1B 5HA (the "General Meeting") at which place and time the holders of the Company's ordinary shares (the "Metro Bank Shares") are requested to attend either in person or by proxy.

Voting I.D.

Task I.D.

Shareholder Reference Number

Please complete in black ink

I/We, being a holder of Metro Bank Shares entitled to attend, speak and vote at the General Meeting, hereby appoint the Chair of the General Meeting OR the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf over the following number of Metro Bank Shares:

Name of Proxy

Number of Metro Bank Shares

at the General Meeting and at any adjournment thereof. The proxy is to vote as instructed in respect of the resolutions set out below.

Note 1: If you do not wish to appoint the Chair of the General 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 General Meeting as your proxy.

Note 2: Please leave the box empty if you wish to appoint a proxy in relation to all of your Metro Bank Shares (see Note 10 overleaf).

Tick box if one of a multiple proxy appointment.

For the appointment of more than one proxy, please refer to Note 10 overleaf.

IMPORTANT: Please indicate with an "X" in the appropriate boxes how you wish the proxy to vote. Joint shareholders should refer to Note 12 overleaf.

Ordinary resolutions	For	Against	Vote withheld
1. To approve the terms of the Firm Placing and to authorise the Directors to implement it, in each case as detailed in the Notice of General Meeting.			
2. To authorise the Directors to allot the New Shares in connection with the Firm Placing, as detailed in the Notice of General Meeting.			
Special resolution 3. To disapply pre-emption rights in respect of the allotment to be made pursuant to Resolution 2, as detailed in the Notice of General Meeting.			
ORDINARY RESOLUTION OF THE INDEPENDENT SHAREHOLDERS 4. To approve the Rule 9 Waiver granted by the Panel on Takeovers and Mergers, as detailed in the Notice of General Meeting.			

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 using the numbers above or, if you are already registered with Shareview, at www.shareview.co.uk (see Note 6 overleaf). To be valid, this Form of Proxy must be received by Equiniti, by post, electronically or by hand, 11:30 a.m. (London time) on 23 November 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).

Holders of Metro Bank Shares ("Metro Bank Shareholders") who hold their Metro Bank 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).

Form of Proxy – Explanatory Notes

1. Full details of the resolutions to be proposed at the General Meeting, together with explanatory notes, are set out in the Notice of General Meeting which is set out in the Prospectus. Before completing this Form of Proxy, please also read the section entitled “Actions to be taken” set out in the Prospectus. Terms defined in the Prospectus shall apply in this Form of Proxy unless the context otherwise requires.
2. Only Metro Bank Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. Further, only Independent Shareholders (or their duly appointed representatives), will be entitled to vote on Resolution 4. A Metro Bank Shareholder may vote in person or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote at the General Meeting. Metro Bank Shareholders are entitled to appoint a proxy in respect of some or all of their Metro Bank Shares. Metro Bank Shareholders are also entitled to appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different Metro Bank Share or Metro Bank Shares held by such Metro Bank Shareholder. A space has been included in the Form of Proxy to allow Metro Bank Shareholders to specify the number of Metro Bank Shares in respect of which that proxy is appointed. Metro Bank Shareholders who return the Form of Proxy duly executed but leave this space blank shall be deemed to have appointed the proxy in respect of all their Metro Bank Shares. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Prospectus. For any other business arising at the General Meeting (including any procedural motion or resolution not listed in the Notice of General 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 Metro Bank Shareholder from attending and voting in person at the General Meeting or any adjournment of the General Meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by the latest time for receipt of proxy appointments specified in Note 6 below. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to him by other means.
6. To appoint a proxy, the Form of Proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be (a) returned to the Company’s Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 5 above, in each case by no later than 11:30 a.m. (London time) on 23 November 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). Metro Bank Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Sharevote website, 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, Metro Bank Shareholders who have already registered with the Registrar’s online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at 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.

7. Please indicate with an ‘X’ in the relevant boxes how you wish your vote to be cast. 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 the resolutions and on any other business (including amendments to the resolutions and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
8. The ‘Withheld’ option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes ‘For’ and ‘Against’ the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
9. Entitlement to attend and vote at the General Meeting, and the number of votes which may be cast at the General Meeting, will be determined by reference to the Company’s register of members at 6:30 p.m. (London time) on 23 November 2023 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting, excluding any part of such 48 hour period falling on a day that is not a Business Day (as the case may be). In each case, changes to the register of members after such time will be disregarded.
10. 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 monitored or recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the Firm Placing. 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 Metro Bank 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 Metro Bank Shares are sent (in the same envelope) to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
11. The right to appoint a proxy does not apply to persons whose Metro Bank Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (“**Nominated Persons**”). Nominated Persons may have a right under an agreement with the member who holds the Metro Bank Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Metro Bank Shares as to the exercise of voting rights.
12. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders 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 relevant joint holding.
13. Any corporation which is a Metro Bank 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.
14. Any alterations to this Form of Proxy must be initialled by the person who signs it.
15. Where two or more valid separate appointments of proxy are received in respect of the same Metro Bank 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 Metro Bank Share(s).
16. Neither the death or insanity of a Metro Bank Shareholder who has appointed a proxy, nor the revocation or termination by a Metro Bank 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.
17. You may not use any electronic address provided either in this Form of Proxy, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
18. 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. 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 monitored or recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the Firm Placing.