# ADMISSION METRO BANK PLC

Annual General Meeting on Tuesday 26 May 2020 at 2:00p.m



Shareholder Reference Number

**NOTICE OF AVAILABILITY** The Company's Annual Report and Accounts for the f (the Report and Accounts) and the Notice of Meeting in the Investor Relations section of the Company's we the financial year ended 3 ting are available to view c s website at *www.metrob*. .metrobankonline. d 31 December 2 w or download 8 2019 .uk

Due to COVID-(other -19 and will only than those l the unose required to meet a quo ly be two shareholder n person f Government's a quorum) present at t 9 gatherings and non-esse um) will not be permitted t at the AGM. Please vote nitted to attend this vote your shares by

year's Proxy shareholders (othe year's AGM. There

Proxy and do not attend in person to vote your shares.	,
Signed	Date

+	Voting ID	Task ID	Shareholder Reference 🛛 🕂
Г			
Yo	u may submit your votes electror	nically using the above numbers at v	www.sharevote.co.uk
at f Co	the Annual General Meeting (the		
	sh them to abstain from voting. <b>T</b>	ppropriate boxes how you wish the	
Or	dinary resolutions		- Vote For Against Withheld
1.	To receive the 2019 Annual Rep	port and Accounts	
2.	To approve the Directors' Remu	uneration Policy	
3.		nt by the Chair of the Remuneration	
	Committee and the Directors' R Director's Remuneration Policy)	emuneration Report (excluding the	
4.	To re-elect Sir Michael Snyder a		
5.	To elect Daniel Frumkin as a Dir	rector	

BANK

+

## **Ordinary resolutions**

METRO BANK PLC

FORM OF PROXY

2020 ANNUAL GENERAL MEETING

Please read the explanatory notes overleaf before completing this form.

- 1. To receive the 2019 Annual
- 2. To approve the Directors' R
- 3. To approve the Annual Stat Committee and the Directo Director's Remuneration Pc
- 4. To re-elect Sir Michael Snye
- To elect Daniel Frumkin as 5.
- 6. To re-elect David Arden as a Director
- 7. To re-elect Anna (Monigue) Melis as a Director
- 8. To re-elect Catherine Brown as a Director
- 9. To re-elect Paul Thandi as a Director
- 10. To elect Sally Clark as a Director
- 11. To elect Michael Torpey as a Director
- 12. To elect Nicholas Winsor as a Director
- 13. To elect Anne Grim as a Director
- 14. To elect Ian Henderson as a Director
- **15.** To re-appoint PricewaterhouseCoopers LLP as auditor (the 'Auditor')
- 16. To authorise the Audit Committee to determine the Auditor's remuneration
- **17.** To give authority to allot shares

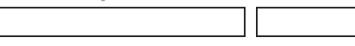
### Special resolutions

+

- 18. To give authority to dis-apply statutory pre-emption rights
- 19. To give additional authority to dis-apply statutory pre-emption rights
- 20. To give authority to call a general meeting on not less than 14 clear days' notice

Signed





#### Notes

- In order to be valid, this Form of Proxy and any power of attorney, or notarially certified copy thereof, under which it
  is executed must be (a) completed, signed and lodged with the Company's registrars, 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 11 below or (c) by email to proxyvotes@equiniti.com as soon as
  possible but, in any event, so as to arrive no later than 2:00p.m. on 21 May 2020.
- 2. As the Government has imposed restrictions on gatherings and non-essential travel due to COVID-19, shareholders (other than those required to meet a quorum) will not be permitted to attend the AGM in person. Therefore, the completion and return of a Form of Proxy within the time period prescribed is strongly recommended in order to represent your full voting entitlement at the AGM.
- **3.** A proxy must attend the meeting to represent you. Due to COVID-19 and the Government's attendance restrictions on gatherings and non-essential travel, the Chair of the AGM, by default, will be deemed the appointed proxy.
- 4. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the Chair's name the number of 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 shareholder, the full voting entitlement for that designated account).
- 5. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member.
- 6. Please indicate next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments made. All forms must be signed and should be returned together.
- 7. The 'Vote withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
- 8. In the absence of instructions the proxy may vote or abstain from voting the shares with respect to which he or she has been appointed as he or she thinks fit on both: (a) the resolutions specified above; and (b) unless instructed otherwise, on any other business (including amendments to resolutions) which may come before the AGM.
- 9. Where the member is a corporation, this form must be executed under its common seal or signed by any officer, attorney or other person duly authorised by the corporation.
- **10.** In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register.
- 11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). The message 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 1 above. See notes 9 to 12 to the Notice of 2020 Annual General Meeting for further information on proxy appointment through CREST.

