



2016 ANNUAL GENERAL MEETING

FORM OF PROXY

I/we,

of.....

hereby appoint or the Chairman of the meeting* as my/our proxy to attend/speak and vote on my/our behalf at the Annual General Meeting (the “AGM”) of Metro Bank PLC (the “Company”) to be held at One Southampton Row, London WC1B 5HA on 24 May 2016 at 2.00 p.m. and at any adjournment of it, as indicated below:

Please indicate with an “X” in the appropriate boxes how you wish the proxy or proxies to vote or if you wish them to abstain from voting.

☐ Please tick here if this proxy appointment is one of multiple appointments being made.

		For	Against	Vote withheld
Ordinary resolutions				
1	To receive the Company’s annual accounts and reports for the year ended 31 December 2015.			
2	To re-elect Vernon W. Hill, II as a director of the Company (a “ Director ”).			
3	To re-elect Craig Donaldson as a Director.			
4	To re-elect Michael Brierley as a Director.			
5	To re-elect Alastair (Ben) Gunn as a Director.			
6	To re-elect Stuart Bernau as a Director.			
7	To re-elect Keith Carby as a Director.			
8	To re-elect Lord Flight as a Director.			
9	To re-elect Eugene Lockhart as a Director.			
10	To re-elect Roger Farah as a Director.			
11	To re-elect Sir Michael Snyder as a Director.			
12	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.			
13	To authorise the Audit Committee to fix the remuneration of the auditors.			
14	To confer on the Directors a general authority to allot shares.			

Special resolutions

15	To dis-apply statutory pre-emption rights relating to the allotment of shares.			
16	To authorise the calling of a general meeting other than an annual general meeting on not less than 14 clear days’ notice.			

Signed

Date

Notes

1. 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 completed, signed and lodged with the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or by email to proxy.votes@equiniti.com as soon as possible but, in any event, so as to arrive no later than 2.00 p.m. on 22 May 2016.
2. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the AGM or at any adjournment thereof should they wish to do so.
3. A proxy need not be a member of the Company but must attend the meeting to represent you. A member may appoint a proxy of his/her own choice in which case the words "the Chairman of the meeting*" above should be deleted and the name of the person appointed as proxy should be inserted in the space provided. If you sign and return this proxy form with no name inserted in the space provided, the Chairman of the AGM will be deemed to be your proxy.
4. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder'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 proxy form 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. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or by email to proxy.votes@equiniti.com, or you may copy this form.
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. Shareholders who are not resident in the United Kingdom will need to attach appropriate postage to the business reply envelope in order to ensure that their votes are received in time.
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. 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 1 above. See notes 8 to 11 to the Notice of 2016 Annual General Meeting for further information on proxy appointment through CREST.