

# METRO BANK PLC 2017 ANNUAL GENERAL MEETING FORM OF PROXY



Please read the explanatory notes overleaf before completing this form.

+	Voting ID	Task ID	Shareholder Reference	+

You may submit your votes electronically using the above numbers at [www.sharevote.co.uk](http://www.sharevote.co.uk)

I/we 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 25 April 2017 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.

## Ordinary resolutions

	For	Against	Vote withheld
1 To receive the Annual Report & Accounts 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Vernon W. Hill, II as a director of the Company (a "Director").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Craig Donaldson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Michael Brierley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Alastair (Ben) Gunn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Stuart Bernau as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Keith Carby as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect Lord Flight as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To re-elect Eugene Lockhart as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To re-elect Roger Farah as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To re-elect Sir Michael Snyder as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To re-appoint PricewaterhouseCoopers LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To authorise the Audit Committee to determine the Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To give authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Special resolutions

17 To give authority to dis-apply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To give additional authority to dis-apply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 To give authority to call a general meeting on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

+	Signed	Date	+

Signed

Date

If you wish to attend the meeting, please sign this admission card and hand it in at the registration desk on the day.

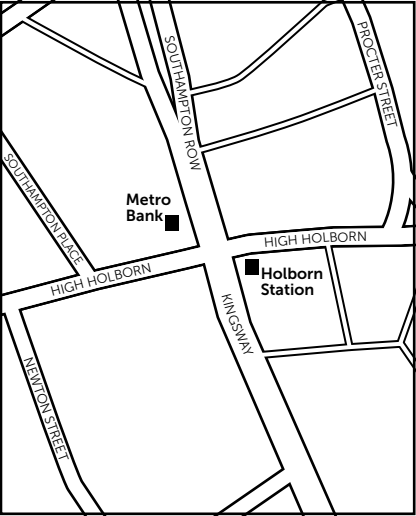
METRO BANK PLC  
ADMISSION CARD  
Annual General Meeting on Tuesday 25 April 2017 at 2.00pm

Shareholder Reference Number



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 (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 10 below or (c) 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 21 April 2017.
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.
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. 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.
9. 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.
10. 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/CREST](http://www.euroclear.com/CREST)). 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 8 to 11 to the Notice of 2017 Annual General Meeting for further information on proxy appointment through CREST.



Directions to the venue

Address: One Southampton Row, London WC1B 5HA

Directions

By Underground, Holborn – Central Line

On exiting the station, the store is located diagonally across from Holborn underground station and is less than a 5 minute walk. The venue should be accessed via the main entrance to the store along High Holborn.

By Train

Mainline stations include Charing Cross which is a 20 minute walk to the venue. Other stations nearby include Waterloo and Victoria.

By Bus

The closest bus stop is at Kingsway and is served directly by bus numbers 521, 68, 168, 171, 1, 59 and 243.

Parking

The closest car park is located at Bloomsbury Square Car Park, 30 Bloomsbury Square, WC1A 2RJ

Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU

