

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares in Metro Bank PLC ("**Shares**"), please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



METRO BANK PLC

(A public limited company incorporated in England and Wales
on 6 November 2007 with registration number 6419578)

NOTICE OF 2017 ANNUAL GENERAL MEETING

Notice of the 2017 Annual General Meeting 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. is set out on pages 6 to 8 of this document.

A form of proxy ("**Form of Proxy**") for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by 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 21 April 2017. Completion and return of a Form of Proxy will not prevent members from attending and voting in person should they wish to do so.



NOTICE OF 2017 ANNUAL GENERAL MEETING
METRO BANK PLC

PART I
METRO BANK PLC

(incorporated in England and Wales under the Companies Act 2006 with registered number 6419578)

One Southampton Row
London
WC1B 5HA
United Kingdom

22 March 2017

Dear Shareholder

Notice of 2017 Annual General Meeting

I am pleased to invite you to the 2017 Annual General Meeting ("**AGM**") of Metro Bank PLC which will be held at One Southampton Row, London WC1B 5HA on 25 April 2017 at 2.00p.m. Please also find enclosed the Metro Bank Annual Report for the year ended 31 December 2016 (the "**2016 Annual Report**") or a letter indicating where the 2016 Annual Report is available on our website.

The formal notice of AGM is set out on pages 6 to 8 of this document and an explanation of each of the resolutions to be considered at the AGM (the "**Resolutions**") may be found on pages 2 to 5 of this document. You will also find enclosed with this document a Form of Proxy to enable you to exercise your voting rights.

If you cannot attend the AGM in person, you may appoint a proxy by completing the enclosed Form of Proxy and returning it to the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or by email to proxy.votes@equiniti.com so as to arrive no later than 2.00p.m. on 21 April 2017. The return of a Form of Proxy will not prevent you from attending the AGM and voting in person should you wish.

All Resolutions will be put to a vote on a poll. The results of the voting will be published on our website www.metrobankonline.co.uk shortly after the conclusion of the AGM.

Your directors (the "**Directors**" and, together, the "**Board**") consider that all of the Resolutions that are being proposed to the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them.

I, together with my fellow Directors, will be voting in favour of each of the Resolutions.

The AGM is an opportunity for you to meet with the Directors and express your views by attending, raising questions and voting and we hope you will take the opportunity to do so. Our goal as always remains, **CREATING FANS NOT CUSTOMERS**.

Yours faithfully

Vernon W. Hill, II
Chairman and Founder



NOTICE OF 2017 ANNUAL GENERAL MEETING
METRO BANK PLC

PART II
EXPLANATORY NOTES TO THE RESOLUTIONS

The following pages give an explanation of the proposed Resolutions.

Resolution 1: Annual Report and Accounts

The Directors are required to present the Company's accounts and reports to the meeting. These are contained in the Annual Report and Accounts for the year ended 31 December 2016 ("**2016 Annual Report**").

Resolution 2: Directors' Remuneration Policy

Shareholders are requested to approve the Directors' Remuneration Policy. The Directors' Remuneration Policy forms the first part of the Directors' Remuneration Report and can be found on pages 52 to 58 of the 2016 Annual Report.

In accordance with section 439A of the Companies Act 2006 (the "**Act**"), a separate resolution on the Directors' Remuneration Policy part of the Directors' Remuneration Report is required to be put to a vote by shareholders. The vote is binding which means that payments may only be made to a prospective, current or former director which are consistent with the approved policy (or otherwise specifically approved by shareholders).

It is intended that the new Directors' Remuneration Policy will take effect immediately after the end of the AGM and the Company currently intends to submit the policy for approval by shareholders every three years.

Resolution 3 – Directors' Remuneration Report

In accordance with section 439 of the Act, shareholders are requested to approve the Directors' Remuneration Report (in addition the Directors' Remuneration Policy referred to in Resolution 2), which can be found on pages 59 to 67 of the 2016 Annual Report. The vote is advisory only.

Resolution 4 – 13: Re-election of Directors

Resolutions 4 to 13 relate to the re-election of the Directors. In accordance with the recommendations of the UK Corporate Governance Code, all Directors retire at the AGM and those wishing to serve again offer themselves up for re-election. All of the Directors will be seeking re-election at the AGM.

The Chairman and the Board are satisfied that each of the Directors continues to be effective and demonstrates a commitment to the role and that each of the Directors continues to be able to dedicate sufficient time to their duties. The Board also believes that the skills and experience of each of the Directors, as detailed in the biographies below, are of benefit to the Board and the Company.

The Chairman further confirms that Mr Gunn continues to demonstrate his independence as Senior Independent Director and as a member of the Board. Mr Gunn, the Senior Independent Director, also confirms Mr Hill's continuing commitment and effective contribution in his role as Chairman.

The Nomination Committee assists the Board in reviewing the structure, size and composition of the Board. It is also responsible for reviewing succession plans for the Directors, including the Chairman and Chief Executive Officer and other senior executives. The UK Corporate Governance Code recommends that a majority of the members of a nomination committee should be independent non-executive directors. The Nomination Committee is chaired by Lord Flight, and its other members are Mr Hill, Mr Farah and Mr Carby.

Biographies of all the Directors are set out below.

Resolution 4 – To re-elect Vernon W. Hill, II as a Director

Role: Chairman and Founder

Age: 71

Skills and experience: Vernon was the founder and Chairman of Commerce Bancorp, a start-up bank established in 1973 and sold to Toronto – Dominion Bank in 2007 for US\$8.5 billion, with US\$50 billion in assets and 440 branches. Mr Hill is involved in banking and non-banking related businesses and voluntary ventures in the US. He is currently Chairman of Republic First Bancorp, Inc. Mr Hill was appointed to the Board on 18 August 2008.

Committee memberships: Nomination Committee

Resolution 5 – To re-elect Craig Donaldson as a Director

Role: Chief Executive Officer

Age: 45

Skills and experience: Craig was previously Managing Director, Retail Products and Direct Channels, of RBS UK. He was also Chairman of the Retail Asset and Liabilities Committee and Retail Product Board and a member of the Retail Board, Retail Risk Committee and RBS UK Asset & Liabilities Committee. He is a member of the Banking Standards Board and also serves on the Board of Directors at TheCityUK as Chair of the Audit and Risk Committee. Mr Donaldson was appointed to the Board on 5 March 2010.

Committee memberships: None



EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

Resolution 6 – To re-elect Michael Brierley as a Director

Age: 58

Role: Chief Financial Officer

Skills and experience: Mike was previously Director, Business Risk at Barclaycard. He has also worked at Capital One Bank (Europe) as Chief Financial Officer and then Chief Risk Officer. He was Chief Financial Officer for Royal Trust Bank, Financial Controller at Industrial Bank of Japan and Chief Financial Officer of Gentra Limited. He is a Fellow of the Institute of Chartered Accountants. Mr Brierley was appointed to the Board on 5 March 2010.

Committee memberships: None

Resolution 7 – To re-elect Alastair (Ben) Gunn as a Director

Age: 66

Role: Senior Independent Director

Skills and experience: Ben was Chief Executive and, more recently, Chairman of Friends Provident Life and Pensions Ltd and a Director of Friends Provident. As Chief Executive, he was responsible for all aspects of the Friends Provident Group's Life and Pensions activities worldwide. More latterly, he was the Senior Independent Director at Aviva UK and Chair of the Audit Committee at Avelo. Mr Gunn was appointed to the Board on 5 March 2010.

Committee memberships: Risk Oversight Committee

Resolution 8 – To re-elect Stuart Bernau as a Director

Age: 65

Role: Non-Executive Director

Skills and experience: Stuart has specialised in financial services for over 40 years, including 13 years as a main Board Director of Nationwide Building Society. He was Chairman and CEO of Chelsea Building Society and has chaired the Council of Mortgage Lenders and the Financial Services Sector Skills Council. He was Special Adviser to the Treasury Select Committee from 2013 to 2015. Mr Bernau has served on the Board since 5 March 2010.

Committee memberships: Audit Committee (Chair), Risk Oversight Committee

Resolution 9 – To re-elect Keith Carby as a Director

Age: 70

Role: Non-Executive Director

Skills and experience: Keith is CEO of the Caerus Capital Group and Non-Executive Chairman of Foster Denovo. He was Joint Founder and Managing Director of J. Rothschild Assurance (now St. James's Place), founded the Financial Services Forum and was a founding trustee of the 9/11 London Project. Mr Carby joined the Board on 5 March 2010.

Committee memberships: Audit Committee, Nomination Committee, Remuneration Committee

Resolution 10 – To re-elect Lord Flight as a Director

Age: 68

Role: Non-Executive Director

Skills and experience: Howard was Conservative MP for Arundel and South Downs, West Sussex, from 1997 to 2005, when he held Shadow posts, including Shadow Chief Secretary to the Treasury. He was a member of the Shadow Cabinet from 2002 to 2004. He was appointed to the House of Lords in 2011. He co-founded Guinness Flight Global Asset Management, and is Chairman of CIM Investment Management, Downing Four VCT and Flight and Partners, a Director of Investec Asset Management, Aurora Investment Trust and Commissioner of the Guernsey Financial Services Commission. Lord Flight was appointed to the Board on 5 March 2010.

Committee memberships: Nomination Committee (Chair), Remuneration Committee (Chair)

Resolution 11 – To re-elect Eugene Lockhart as a Director

Age: 67

Role: Non-Executive Director

Skills and experience: Gene is a special adviser to General Atlantic and Chairman and Managing General Partner of Mission OG LLC. He was President and CEO of MasterCard Worldwide, and subsequently President of the Global Retail Bank at Bank of America. Prior to this, Mr Lockhart was the CEO of Midland Bank UK and Chairman of First Direct and Thomas Cook. Mr Lockhart was appointed to the Board on 5 March 2010.

Committee memberships: Audit Committee, Risk Oversight Committee (Chair)



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Resolution 12 – To re-elect Roger Farah as a Director

Age: 64

Role: Non-Executive Director

Skills and experience: Roger is a former Executive Vice Chairman, President and Chief Operating Officer of Ralph Lauren Corporation. Mr Farah was previously Chairman and CEO of Footlocker, President and Chief Operating Officer of Macy's, Chairman and CEO of Federated Merchandising Services and Chairman and CEO of Rich's Department Stores. Mr Farah is a Director of Aetna and The Progressive Corporation. Mr Farah was appointed to the Board on 1 February 2014.

Committee memberships: Nomination Committee, Remuneration Committee

Resolution 13 – To re-elect Sir Michael Snyder as a Director

Age: 66

Role: Non-Executive Director

Skills and experience: Sir Michael was Senior Partner of Kingston Smith, between 1979 and 2016 and is now a Consultant to the firm. He has advised Government over many years including Chairing the National Business Angels Network and as a Member of the Small Business Council and Small Business Investment Taskforce. He was also founder Co-Chair of the Governments Professional and Business Services Council and chaired the Association of Practising Accountants. He is chairman of GLE Loan Finance and Senior Partner of Bramdean Consultants LLP and an elected member of the City of London Corporation which he led for 5 years as Chairman of the Policy and Resources Committee. Sir Michael was appointed to the Board on 22 September 2015.

Committee memberships: Audit Committee, Risk Oversight Committee

Directors' interests

The interests of Directors and their connected persons in the issued share capital of the Company are set out in the Directors' Remuneration Report of the 2016 Annual Report.

Resolution 14: Re-appointment of the auditor

At each meeting at which the Company's accounts are presented to its members, the Company is required to appoint an external auditor to serve until the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the re-election of the Company's auditors, PricewaterhouseCoopers LLP, as auditors until the next AGM. PricewaterhouseCoopers LLP were first appointed as auditors of the Company on 14 July 2009 and have now held the position for seven years.

Resolution 15: Auditor remuneration

This Resolution follows best corporate governance practice in authorising the Audit Committee to determine the auditor's remuneration.

Resolution 16: Authority to allot Shares

The purpose of this Resolution is to renew the Directors' authority to allot Shares.

The authority in paragraph (a) will allow the Directors to allot new Shares and grant rights to subscribe for, or convert other securities into, Shares up to a nominal value of £26.79 representing 26,790,174 shares, which is equivalent to approximately 33 per cent. of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 15 March 2017, being the last practicable date prior to the publication of this Notice.

The authority in paragraph (b) will allow the Directors to allot new Shares and grant rights to subscribe for, or convert other securities into, Shares only in connection with a rights issue up to a further nominal value of £26.79 representing 26,790,174 shares, which is equivalent to approximately 33 per cent. of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 15 March 2017. This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016.

At 15 March 2017, the Company did not hold any Shares in treasury.

The Resolution would give the Directors the maximum flexibility permitted by investor guidelines to respond to market developments, however, the Directors have no present intention of exercising this authority, except to fulfil the Company's obligations under its employee share plans. If they do exercise the authority, the Directors intend to follow best practice as regards its use, as recommended by the Investment Association.

The authority sought under this resolution will be effective until the Company's next AGM, or at the close of business on 30 June 2018 whichever is the earlier.

Resolutions 17 and 18: Authority to dis-apply pre-emption rights

Limbs (a)(i) and (b) of Resolution 17 seek shareholder approval to allot a limited number of ordinary shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties.



EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares for cash on a non pre-emptive basis. The Pre-Emption Group's Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 5 per cent. of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (a)(ii) of Resolution 17 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 16, or sell treasury shares, for cash up to a nominal value of £4.01 representing 4,018,533 shares, equivalent to 5 per cent. of the total issued ordinary share capital of the Company as at 15 March 2017, without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Pre-Emption Group's Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than an additional 5 per cent. of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group, the purpose of Resolution 18 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 16, or sell treasury shares, for cash up to a further nominal amount of £4.01 representing 4,018,533 shares, equivalent to 5 per cent. of the total issued ordinary share capital of the Company as at 15 March 2017, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in Resolution 18 is used, the Company will publish details of the placing in its next annual report.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 17 in excess of an amount equal to 7.5 per cent. of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than:

- a. with prior consultation with shareholders; or
- b. in connection with an acquisition or specified capital investment as described above.

The Board considers the authorities in Resolutions 17 and 18 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions/other appropriate explanation.

The authority sought under Resolutions 17 and 18 will be effective until the Company's next AGM, or at the close of business on 30 June 2018 whichever is the earlier.

Resolution 19: Notice of general meetings

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days. AGMs will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

This Resolution would, if passed, allow the Company flexibility to call general meetings, other than AGMs, on not less than 14 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next AGM, or at the close of business on 30 June 2018 whichever is the earlier.



NOTICE OF 2017 ANNUAL GENERAL MEETING
METRO BANK PLC

PART III
METRO BANK PLC
NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second **ANNUAL GENERAL MEETING** of Metro Bank PLC will be held at One Southampton Row, London WC1B 5HA on 25 April 2017 at 2.00 p.m. to consider and, if thought fit, pass the following Resolutions.

Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions; for each of these Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution.

Resolutions 17 to 19 (inclusive) will be proposed as special resolutions; for each of these Resolutions to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

Ordinary Resolutions

Report and Accounts

1. To receive, consider and adopt the Company's annual accounts and reports for the year ended 31 December 2016.

Directors' Remuneration

2. To approve the Directors' Remuneration Policy set out on pages 52 to 58 of the Directors' Remuneration Report contained within the 2016 Annual Report, such Remuneration Policy to take effect from the date on which this Resolution is passed.
3. To approve the Directors' Remuneration Report as set out on pages 59 to 67 of the 2016 Annual Report.

Re-election of Directors

4. To re-elect Vernon W. Hill, II as a Director.
5. To re-elect Craig Donaldson as a Director.
6. To re-elect Michael Brierley as a Director.
7. To re-elect Alastair (Ben) Gunn as a Director.
8. To re-elect Stuart Bernau as a Director.
9. To re-elect Keith Carby as a Director.
10. To re-elect Lord Flight as a Director.
11. To re-elect Eugene Lockhart as a Director.
12. To re-elect Roger Farah as a Director.
13. To re-elect Sir Michael Snyder as a Director.

Re-appointment of the auditor

14. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Auditor remuneration

15. To authorise the Audit Committee to fix the remuneration of the auditors.

Authority to allot shares

16. THAT, in place of any existing authority conferred upon them for the purpose of Section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot and to make offers or agreements to allot shares or grant rights to subscribe shares or convert any securities into shares:

- a) up to an aggregate nominal amount of £26.79; and
- b) up to a further aggregate nominal amount of £26.79 in connection with an offer by way of a rights issue,

provided that this authority shall (unless previously revoked or renewed) expire at the end of the next AGM or at the close of business on 30 June 2018, whichever is the earlier, but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority had not expired.



NOTICE OF 2017 ANNUAL GENERAL MEETING CONTINUED

For the purposes of this Resolution, “**rights issue**” means an offer to: (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Special Resolutions

Authority to dis-apply pre-emption rights

17. THAT, subject to the passing of Resolution 16 above, the Directors be authorised to make allotments of equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash:

a) pursuant to the authority given in paragraph (a) of Resolution 16 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 and, in each case:

(i) in connection with a pre-emptive offer; and

(ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £4.01; and

b) pursuant to the authority given by paragraph (b) of Resolution 16 in connection with a pre-emptive rights issue,

as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, and such authority shall (unless previously revoked or renewed) expire at the end of the next AGM or at the close of business on 30 June 2018, whichever is the earlier save that the said authority shall permit the Company to make an offer or enter into an agreement before the expiry of such authority which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of such offer or agreement as if such authority conferred had not expired. For the purposes of this Resolution, the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

For the purposes of this Resolution, “**pre-emptive offer**” means an offer of equity securities open for acceptance for a period fixed by the Directors to: (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings; and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

18. THAT, subject to the passing of Resolution 16 above and in addition to any authority granted under Resolution 17 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given by Resolution 16 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be:

a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £4.01; and

b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of Directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

provided that this authority shall (unless previously revoked or renewed) expire at the end of the next AGM or at the close of business on 30 June 2018, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.



NOTICE OF 2017 ANNUAL GENERAL MEETING
METRO BANK PLC

Notice of General Meetings

19. THAT a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By Order of the Board,

Michael Brierley

Company Secretary
22 March 2017

Registered office:
One Southampton Row
London
WC1B 5HA
United Kingdom



ADMINISTRATIVE NOTES

Proxy appointment

1. A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the Annual General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by that shareholder.
2. A Form of Proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
3. 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 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 8 below or (c) by email to proxy.votes@equiniti.com, in each case so as to arrive no later than 2.00 p.m. on 21 April 2017.
4. 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.

Nominated persons

5. The right to appoint a proxy does not apply to persons whose 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 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 Shares as to the exercise of voting rights.

Information about Shares and voting

6. Holders of Shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 15 March 2017, which is the latest practicable date before the publication of this document is 80,370,651, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 15 March 2017 are 80,370,651.

Right to attend and vote

7. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.30p.m. on 21 April 2017 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

CREST members

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the 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.
9. 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/CREST). 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 3 above. 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.
10. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.



NOTICE OF 2017 ANNUAL GENERAL MEETING
METRO BANK PLC

11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same Shares.

Questions

13. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.

Website information

14. A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at www.metrobankonline.co.uk.

Voting by poll

16. Each of the Resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

Use of electronic address

17. Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Documents available for inspection

18. Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at One Southampton Row, London WC1B 5HA and at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ up to and including the date of the AGM from 15 minutes before the AGM until it ends:

- the executive directors' service contracts;
- letters of appointment of the non-executive directors.



NOTICE OF 2017 ANNUAL GENERAL MEETING
METRO BANK PLC