



METRO BANK PLC

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

NOTICE OF SPECIAL BUSINESS

Special Business of Metro Bank PLC

The following resolutions of special business were passed by Metro Bank PLC at its annual general meeting on 25 April 2017 pursuant to Chapter 1 of Part 13 of the Companies Act 2006:

SPECIAL BUSINESS

1. **Resolution 16 (Ordinary Resolution):** THAT 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 up to an aggregate nominal amount of £26.79; and up to a further aggregate nominal amount of £26.79 in connection with an offer by way of a rights issue.
 2. **Resolution 17 (Special Resolution):** THAT the Directors be given power to make allotments of equity securities wholly for cash, under the authority given under Resolution 16, in connection with a pre-emptive offer and where otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £4.01.
 3. **Resolution 18 (Special Resolution):** 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
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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.

4. **Resolution 19 (Special Resolution):** THAT a general meeting other than the annual general meeting may be called on not less than 14 clear days' notice.


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Director