



METRO BANK PLC ADMISSION CARD

Annual General Meeting on Tuesday, 18 May 2021 at 2:00p.m.

Shareholder Reference Number

ELECTRONIC COMMUNICATION

Electronic communications – important notification regarding future shareholder information. Shareholders may elect to receive notification by email of the availability of the Annual Report and other shareholder communications on the Company's website instead of receiving paper copies. One of the purposes of this letter is to ask how you would like to receive shareholder communications in future.

Please select one of the following options:

Option 1 – email notification

If you would like to be notified by email when shareholder documents are available on our website www.metrobankonline.co.uk please access the share registrar's website at www.shareview.co.uk and register your details.

Option 2 – receive paper

If you would like to continue to receive all shareholder documents by post, please tick this box and return this tear-off section to Freepost RTHJ-CLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU by 1 June 2021.

☐

Option 3 – take no action

If you take no action, we will no longer post shareholder documents to you (including notices of meetings), but we will inform you whenever such documents are produced to advise you that they are available for viewing via the Company's website. Shareholders may at any time change their election or request a paper copy of any shareholder communications published on the Company's website.

Signed

Date

In light of the ongoing developments of COVID-19 and in order to comply with the Government's restrictions on non-essential travel and limiting indoor gatherings, shareholders will not be able to attend this year's AGM in person. There will only be two shareholders present at the AGM. Please vote your shares by Proxy and do not attend in person to vote your shares.

METRO BANK PLC 2021 ANNUAL GENERAL MEETING FORM OF PROXY



Please read the explanatory notes overleaf before completing this form.

+	Voting ID	Task ID	Shareholder Reference	+
	<input type="text"/>	<input type="text"/>	<input type="text"/>	

You may submit your votes electronically using the above numbers at www.sharevote.co.uk

I/we hereby appoint the Chair 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 the Company's registered offices located at First floor, One Southampton Row, London WC1B 5HA on 18 May 2021 at 2:00p.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 2020 Annual Report and Accounts | <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 (excluding the Remuneration Policy) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To approve Long Term Performance Plan Rules | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To approve amendments to Deferred Variable Reward Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To elect Robert Sharpe as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Sir Michael Snyder as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Daniel Frumkin as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect David Arden as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect Anna (Monique) Melis as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-elect Catherine Brown as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To re-elect Paul Thandi as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To re-elect Sally Clark as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To re-elect Michael Torpey as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To re-elect Nicholas Winsor as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To re-elect Anne Grim as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To re-elect Ian Henderson as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. To re-appoint PricewaterhouseCoopers LLP as auditor (the ' Auditor ') | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. To authorise the Audit Committee to determine the Auditor's remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 20. To give authority to allot shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special resolutions

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 21. To give authority to dis-apply statutory pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 22. To give additional authority to dis-apply statutory pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 23. 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

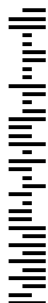
Date

+

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



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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 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 14 May 2021.
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. 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. All forms must be signed and should be returned together.
6. 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.
7. 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.
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). 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 2021 Annual General Meeting for further information on proxy appointment through CREST.