



METRO BANK PLC

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

THURSDAY



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COMPANIES HOUSE

NOTICE OF SPECIAL RESOLUTIONS TO BE FILED WITH COMPANIES HOUSE

At the Annual General Meeting of the Company held on 25 April 2017 at 2.00pm at One Southampton Row, London, WC1B 5HA, the following special resolutions were passed.

SPECIAL RESOLUTIONS

Authority to disapply pre-emption rights

1 – Resolution 17: THAT, subject to the passing of Resolution 16 (as detailed in the Notice of Meeting) 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.

2 - Resolution 18: THAT, subject to the passing of Resolution 17 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 General Meetings

3 - Resolution 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.

Signed

A handwritten signature in black ink, appearing to read 'm. c. Brierley', with a stylized flourish at the end.

M C Brierley

Director and Company Secretary

Date: 28 April 2017.