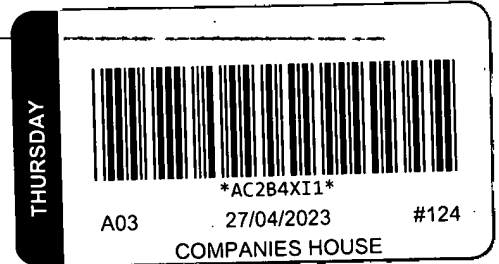




METRO BANK PLC

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



NOTICE OF SPECIAL RESOLUTIONS TO BE FILED WITH COMPANIES HOUSE

At the Annual General Meeting of the Company held on 26 April 2023 at 10:00am at First Floor, One Southampton Row, London WC1B 5HA, the following special resolutions were passed.

SPECIAL RESOLUTIONS

Authority to dis-apply pre-emption rights

1. Resolution 18 - THAT, following the passing of Resolution 17, the Directors be authorised to make allotments of equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given in Resolution 17 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:
 - a) in connection with a pre-emptive offer; and
 - b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £17.25; and
 - c) otherwise than under paragraphs (a) and pursuant (b) above, allotments up to an aggregate nominal amount equal to 20 per cent of any allotment made from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, 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 2024, 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:

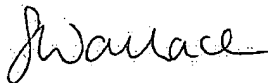
- (i) 'pre-emptive offer' has the same meaning as in Resolution 17;
- (ii) references to an allotment of equity securities shall include a sale of treasury shares; and
- (iii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

2. Resolution 19 - THAT, subject to the passing of Resolution 17 and in addition to the authority granted under Resolution 18 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 17 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 £17.25; and
 - b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board 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; and
 - c) otherwise than under Resolution 19a and 19b above, up to a nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under Resolution 19a and 19b above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 2024, 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 20 - 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



Stephanie Wallace

Company Secretary

Date: 26 April 2023