



Results of Voting at the General Meeting

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Results of voting at the General Meeting

Metro Bank is pleased to announce that, at the General Meeting convened pursuant to the Notice of General Meeting, the Resolutions (as set out in the Notice of General Meeting) were duly passed with very strong support with over 90% of shareholders voting in support of all resolutions.

Background

On 8 October 2023, Metro Bank Holdings PLC (“**Metro Bank**” or the “**Company**”) announced that it had secured an inter-conditional £325 million capital raise, comprising £150 million of new equity and £175 million of new MREL notes, and a debt refinancing package in respect of £600 million of its outstanding debt securities (together, the “**Capital Package**”). The £150 million of new equity was structured as a firm placing of 500,000,000 new ordinary shares at an issue price of 30 pence per new ordinary share (the “**Firm Placing**”).

On 9 November 2023, Metro Bank published a combined prospectus and circular (the “**Prospectus**”) relating to the admission of the new ordinary shares issued as part of the Firm Placing. The Prospectus contained a Notice of General Meeting seeking shareholder approval to undertake the Firm Placing and to approve the waiver of the obligation of the Concert Party to make an offer under Rule 9 of the City Code on Takeovers and Mergers.

Capitalised terms defined in the Prospectus have the same meaning when used in this announcement, unless otherwise defined in this announcement.

General Meeting Voting Results

The votes on ordinary resolution 1 to approve the terms of the Firm Placing and to authorise the Directors to implement it, in each case as detailed in the Notice of General Meeting; and on ordinary resolution 2 to authorise the Directors to allot the New Shares in connection with the Firm Placing, as detailed in the Notice of General Meeting, were taken on separate polls and the results were as follows:

Resolution 1

Number of votes: For: 73,805,869 (92.73%) Against: 5,784,968 (7.27%) Withheld: 25,351

Resolution 2

Number of votes: For: 73,249,266 (92.03%) Against: 6,342,723 (7.97%) Withheld: 24,199

The vote on the special resolution to disapply pre-emption rights in respect of the allotment to be made pursuant to Resolution 2, as detailed in the Notice of General Meeting, was taken on a poll and the results were as follows:

Resolution 3

Number of votes: For: 73,720,190 (92.67%) Against: 5,828,401 (7.33%) Withheld: 67,597

The vote on the ordinary resolution of the Independent Shareholders to approve the Rule 9 Waiver granted by the Panel on Takeovers and Mergers, as detailed in the Notice of General Meeting was taken on a poll and the results were as follows:

Resolution 4

Number of votes: For: 58,050,459 (90.90%) Against: 5,813,897 (9.10%) Withheld: 27,918

In order to comply with the City Code, only Independent Shareholders' votes were counted for the purpose of the vote on Resolution 4.

The Firm Placing remains subject to the satisfaction or, if applicable, waiver of certain conditions which are set out in Part I (*Letter from the Chair of Metro Bank Holdings PLC*) of the Prospectus.

It is expected that Admission of the New Shares will become effective and that unconditional dealings will commence at 8.00 a.m. on or around 30 November 2023 (London time), or such other date as the Company may notify.

Copies of the resolutions passed at the General Meeting will be submitted to the Financial Conduct Authority and will shortly be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Capital Package

The Capital Package remains subject to receipt of the subscription funds from the investors, and to the admission of the New Shares to listing on the Official List and to trading on the London Stock Exchange's main market for listed securities. The Company will release further announcements in respect of the progress to completion of the Capital Package as required.

Enquiries

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About Metro Bank

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The community bank offers retail, business, commercial and private banking services, and prides itself on giving customers the choice to bank however, whenever and wherever they choose, and supporting the customers and communities it serves. Whether that's through its network of 76 stores open seven days a week, 362 days a year; on the phone through its UK-based contact centres; or online through its internet banking or award-winning mobile app, the bank offers customers real choice.

Metro Bank Holdings PLC (registered in England and Wales with company number 14387040, registered office: One Southampton Row, London, WC1B 5HA) is the listed entity and holding company of Metro Bank plc.

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