

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisor authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares in Metro Bank Holdings PLC (**'Shares'**), please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



METRO BANK HOLDINGS PLC

(a public limited company incorporated in England and Wales
on 29 September 2022 with registration number 14387040)

NOTICE OF 2026 ANNUAL GENERAL MEETING

Notice of the 2026 Annual General Meeting of Metro Bank Holdings PLC (the **'Company'**) to be held at the Company's registered offices located at First Floor, One Southampton Row, London WC1B 5HA on Tuesday 2 June 2026 at 9:00 am is set out on pages 8 to 10 of this document.

A form of proxy (**'Form of Proxy'**) for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, or by voting online at www.shareview.co.uk, by creating an online portfolio using your Shareholder Reference Number provided on your Form of Proxy, as soon as possible but, in any event, so as to arrive no later than 9:00 am on 29 May 2026. Completion and return of a Form of Proxy will not prevent members from attending and voting in person should they wish to do so.



NOTICE OF 2026 ANNUAL GENERAL MEETING
METRO BANK HOLDINGS PLC

PART I

METRO BANK HOLDINGS PLC

(incorporated in England and Wales under the Companies Act 2006 with registered number 14387040)

One Southampton Row
London
WC1B 5HA
United Kingdom

16 April 2026

Dear Shareholder,

Notice of 2026 Annual General Meeting

I am pleased to invite you to the 2026 Annual General Meeting (the '**AGM**') of Metro Bank Holdings PLC which will be held at the Company's registered offices located at First Floor, One Southampton Row, London WC1B 5HA on Tuesday 2 June 2026 at 9:00 am.

The formal notice of AGM is set out on pages 8 to 10 of this document and an explanation of each of the resolutions to be considered at the AGM (the '**Resolutions**') may be found on pages 3 to 7 of this document. You will also find enclosed with this document a Form of Proxy to enable you to exercise your voting rights. Our 2025 Annual Report and Accounts is available on our website at <https://www.metrobankonline.co.uk/investor-relations/>.

Attendance and voting

We welcome the opportunity to meet with shareholders face to face and we plan to hold the 2026 AGM in person at our offices at One Southampton Row. For verified shareholders who are unable to attend in person, questions may be submitted to the Directors in advance and by no later than 9:00 am on 29 May 2026 by email to CompanySecretary@metrobank.plc.uk.

If you cannot attend the AGM in person, you may appoint a proxy by completing the enclosed Form of Proxy and returning it to the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, or by voting online at www.shareview.co.uk, so as to arrive no later than 9:00 am on 29 May 2026. The return of a Form of Proxy will not prevent you from attending the AGM and voting in person should you wish.

All Resolutions will be put to a vote on a poll. The results of the voting will be published on our website, www.metrobankonline.co.uk, shortly after the conclusion of the AGM.

Re-election of Directors

Having served on the Board since April 2020, Nicholas Winsor will not be seeking re-election to the Board at this year's AGM. On behalf of the Board, I would like to thank Nicholas for his outstanding contribution since his appointment in 2020. The dedication and focus Nicholas demonstrated in his role as Board Consumer Duty Champion and continues to demonstrate as Designated Non-Executive Director for Colleague Engagement have meaningfully enhanced Board understanding of customer and colleague perspectives. We wish him every success in the future.

Recommendation

Your Directors (the 'Directors' and, together, the 'Board') consider that all of the Resolutions that are being proposed to the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them. I, together with my fellow Directors, will be voting in favour of each of the Resolutions.

I would like to thank our shareholders for their continued support. We look forward to building on our momentum as we strive to create value and continue to deliver on our Long-Term Plan. The AGM is an opportunity for you to meet with the Directors and express your views by attending, raising questions and voting and we hope you will take the opportunity to do so. I look forward to meeting with you at the 2026 AGM.

Yours faithfully,

Robert Sharpe
Chair



PART II EXPLANATORY NOTES TO THE RESOLUTIONS

The following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 18 (inclusive) are proposed as ordinary resolutions, meaning that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. For Resolutions 3, 8, 9, 12 and 13 there will be an additional count of the votes cast by independent shareholders, as detailed in these explanatory notes.

Resolutions 19 and 20 are proposed as special resolutions. This means that for the Resolutions to be passed, at least three-quarters of the votes cast must be in favour of each Resolution.

Resolution 1: 2025 Annual Report and Accounts

The Directors are required to present the Company's Annual Report and Accounts to the meeting. These are contained in the Annual Report and Accounts for the year ended 31 December 2025.

Resolution 2: Directors' Remuneration Report

Shareholders are asked to approve the Directors' Remuneration Report which is set out on pages 84 to 99 of the 2025 Annual Report and Accounts. It relates to the year ended 31 December 2025 and has been prepared in accordance with Part 3 of Schedule 8 to The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended). The vote in respect of Resolution 2 is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

Resolutions 3 to 13: Re-election and election of Directors

Resolutions 3 to 13 relate to the re-election and election of the Directors. In accordance with the recommendations of the Code, all Directors will retire at the AGM and stand for re-election.

The Chair and the Board, following recommendation from the Nomination Committee, are satisfied that each of the Directors continues to be effective, demonstrates commitment to the role and continues to be able to dedicate sufficient time to their duties. The Board also believes that the skills and experience of each of the Directors, as detailed in the biographies overleaf, are of benefit to the Board and the Company and are important to the Company's long-term sustainable success.

In compliance with the Listing Rules regarding controlling shareholders, the re-election of the Bank's Independent Directors must be approved by both: (a) the shareholders of the Company; and (b) the independent shareholders of Company (namely shareholders other than Jaime Gilinski Bacal and his related parties). Spaldy Investments Limited is a controlling shareholder of the Company on account of holding 356,758,617 Shares (52.98%) in the Company as at 25 March 2026 (the last practicable date prior to the publication of this Notice). Jaime Gilinski Bacal is Spaldy Investments Limited's sole shareholder and Director.

The Board considers that Catherine Brown, Catherine Doran, Paul Coby, Paul Thandi and Michael Torpey are Independent Directors (the 'Independent Directors'). Resolutions 3, 8, 9, 12 and 13 are therefore being proposed as ordinary resolutions and can be voted on by all shareholders of the Company. However, in addition to this, the Company will separately count the number of votes cast by independent shareholders in favour of each Resolution (as a proportion of the total votes of independent shareholders cast on the Resolution) to determine whether the majority approval of the independent shareholders required in the second tier of the test referred to in (b) above is satisfied.

In accordance with the Listing Rules, if any of Resolutions 3, 8, 9, 12 and 13 are not approved by a majority of both shareholders of the Company as a whole and independent shareholders of the Company, the failed Resolution may be put again to shareholders of the Company as a whole, at a general meeting, which must be held more than 90 days but no more than 120 days from the date of the original vote (being 2 June 2026).

In such circumstances, any Non-Executive Director(s) (the 'Non-Executive Directors') whose appointment has not been approved by both shareholders of the Company and independent shareholders of the Company will be treated as having been re-elected from the date of the original vote until the earlier of: (i) the close of the subsequent general meeting at which they are re-elected; (ii) the date which is 120 days after the original vote; and (iii) the date of any announcement by the Board that the Independent Non-Executive Director(s) does not intend to stand for re-election. If a subsequent general meeting does take place and the further Resolution is approved, the Non-Executive Director(s) will be treated as having been re-elected until the following AGM of the Company. However, if at a subsequent general meeting the further Resolution fails, the Non-Executive Director(s) appointment will cease on that date. Information about the Directors is set out on pages 4 to 6.

The Listing Rules require companies with a controlling shareholder to make the following additional disclosures about each Independent Director's relationships, independence, effectiveness and appointments:

Relationships and transactions: The Company has received confirmation from each of the Independent Directors that, other than their respective letters of appointment as a Director by the Company, there are no existing or previous relationships, transactions or arrangements between any of the Independent Directors and the Company, its Directors, Spaldy Investments Limited, Jaime Gilinski Bacal or any associate of Jaime Gilinski Bacal.

Effectiveness: The Board believes that each of the Independent Directors continues to demonstrate commitment to his or her role and is an effective member of the Board.

Independence: Each year the Board, following recommendation from the Nomination Committee, considers the independence of each member of the Board in accordance with the UK Corporate Governance Code (the '**Code**'). The Board believes that each Independent Director remains independent in character and judgement, and that there are no relationships or circumstances that are likely to affect, or appear to affect, his or her judgement.

Selection: As disclosed in the Group Nomination Committee report on pages 70 to 73 of the 2025 Annual Report and Accounts, the Nomination Committee recognises the benefits of having a balanced and diverse Board that represents the views, experiences and backgrounds of our customers and colleagues. The Nomination Committee draws candidates from its internal and external network, taking into account, where appropriate, recommendations from shareholders and external recruitment consultants.



PART II EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

The Nomination Committee assists the Board in reviewing the structure, size and composition of the Board. It is also responsible for reviewing succession plans for the Directors, including the Chair and Chief Executive Officer and other senior executives. In line with the Code, the majority of members of the Nomination Committee are Independent Non-Executive Directors. The Nomination Committee is chaired by Robert Sharpe, who is also the Board Chair and was independent on appointment, and its other members are Catherine Brown, Catherine Doran and Paul Thandi.

The Chair is committed to ensuring that, in accordance with the recommendations of the Code, at least half of the Board (excluding the Chair) comprises Non-Executive Directors whom the Board considers independent and who objectively challenge management. As at the date of this document, the Board (excluding the Chair) is made up of 11 Directors, of which six (55%) are Independent Non-Executive Directors, two are Executive Directors and three are shareholder nominated Non-Executive Directors. After the 31 May 2026, the date on which Nicholas Winsor steps down, the Board (excluding the Chair) will be made up of 10 Directors, of which five (50%) are Independent Non-Executive Directors, two are Executive Directors and three are shareholder nominated Non-Executive Directors. The Board will then be comprised of 36% female Directors. The Chair recognises that, to date, the Bank has not met the FCA target of 40% female Board representation. In 2026, the Nomination Committee will continue to review Board diversity, and it will remain a key consideration in the Board's recruitment through our NED succession planning.

Biographies of all the Directors are set out below.

Resolution 3: To elect Catherine Doran as a Director

Role: Independent Non-Executive Director

Date first appointed to the Board: 1 January 2026

Skills and experience: Catherine is a seasoned IT professional with 20 years' experience at Chief Information Officer level, leading IT and business transformations in major financial services businesses and across other industry sectors. Catherine is a highly accomplished Board executive, recognised for her expertise in technology, operational delivery, risk management, and transformational change across both the public and private sectors. She has held Board and executive positions in major organisations such as Coventry Building Society, BT, Network Rail and Royal Mail Group, as well as having been a Non-Executive Director of DEFRA. Catherine is currently the Senior Independent Director at ClearBank Limited, where she has served since April 2020 and is Chair of the Board Risk Committee.

Committee memberships: Nomination Committee, People and Remuneration Committee, Risk Oversight Committee, Board Transformation Oversight Committee

Resolution 4: To re-elect Robert Sharpe as a Director

Role: Chair

Date first appointed to the Board: 1 November 2020

Skills and experience: Robert has over 45 years' experience in retail banking and is also Chair at Hampshire Trust Bank plc. He has had an extensive number of board appointments both in the UK and the Middle East, including Chair of Pollen Street Group Limited, Chair of Bank of Ireland UK plc, Non-Executive Director at Aldermore Bank plc, George Wimpy plc, Barclays Bank UK Retirement Fund, Vaultex Limited, LSL Properties plc, RIAS plc and several independent Non-Executive Director roles at banks in Qatar, UAE, Oman and Turkey.

Robert was previously Chief Executive Officer at West Bromwich Building Society, a role he took to chart and implement its rescue plan. Prior to this, he was Chief Executive Officer at Portman Building Society and Bank of Ireland's consumer business in the UK.

Committee memberships: Nomination Committee (Chair), People and Remuneration Committee

Resolution 5: To re-elect Daniel Frumkin as a Director

Role: Chief Executive Officer

Date first appointed to the Board: 1 January 2020

Skills and experience: Daniel is responsible for leading the Bank – with a focus on driving long-term, sustainable growth by delivering great customer service at the right cost, to create even more FANS. Prior to joining Metro Bank, Dan worked in America, the UK, Eastern Europe and Bermuda. He has performed business, risk, product and commercial executive level roles throughout his career. Most recently, Dan was Group Chief Operating Officer at Butterfield Bank with responsibility for eight jurisdictions across the globe covering a range of business and support areas.

Committee memberships: None

Resolution 6: To re-elect Marc Page as a Director

Role: Chief Financial Officer

Date first appointed to the Board: 12 November 2024

Skills and experience: Marc is responsible for planning, implementing, managing and controlling the Bank's financial-related activities, including the Bank's financial position, including allocation and maintenance of capital, funding and liquidity. Marc has more than 20 years' experience in financial services roles in Barclays, HBOS and Lloyds Banking Group. Marc has significant cross-functional banking experience, having led distribution strategy/optimisation, customer integration programmes and global credit impairments for major banks.

Committee memberships: None

Resolution 7: To re-elect Cristina Alba Ochoa as a Director

Role: Shareholder-nominated Non-Executive Director

Date first appointed to the Board: 10 June 2024

Skills and experience: Cristina has worked in financial services for over 30 years, during which she has served as company executive and Board member. Most of her work has been in the EMEA and North American markets, with exposure to SE Asia/ANZ. During four years as OakNorth's CFO, she led OakNorth's financial organisation as it grew both in the UK market and globally, achieving triple Unicorn valuations in several rounds of equity raise, to support outstanding growth. It became the first profitable Unicorn in the UK. During 18 years at GE Capital, she held positions in credit and finance in Spain, and then moved to global roles based out of London and Paris. In the last two years, when GE decided to fully divest GE Capital, she was the director leading GE Capital's in-house M&A Finance Readiness team to execute divestitures of ~\$100 billion financial services assets (33 transactions) over 24 months. Cristina is a shareholder-nominated Non-Executive Director, nominated by Jaime Gilinski Bacal, a significant shareholder of Metro Bank, through his Spaldy Investments Limited vehicle.

Committee memberships: None



PART II

EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

Resolution 8: To re-elect Catherine Brown as a Director

Role: Senior Independent Non-Executive Director

Date first appointed to the Board: 1 October 2018

Skills and experience: Catherine holds a number of Non-Executive Director and committee chair roles, including QBE Underwriting Limited and QBE UK Limited, one of the world's leading international insurers, and FNZ Securities Limited. Catherine has previously held Non-Executive Director roles, including at the Cabinet Office and Chair of Additive Flow Limited. She has been a Trustee of Cancer Research UK and Chatham House. Catherine has extensive experience in organisational transformation in financial services and a wide range of experience in leadership and operations. Her previous executive appointments include Group Strategy Director at Lloyds Banking Group, Executive Director of Human Resources at the Bank of England and Chief Operating Officer at Apax Partners.

Committee memberships: Audit Committee, Nomination Committee, People and Remuneration Committee, Risk Oversight Committee (Chair)

Resolution 9: To re-elect Paul Coby as a Director

Role: Independent Non-Executive Director

Date first appointed to the Board: 30 December 2024

Skills and experience: Paul is an experienced FTSE 100 Chief Information Officer (CIO) with a successful track record in delivering digital transformation and tech-enabled change across a range of sectors, having been the Group CIO at British Airways, the John Lewis Partnership and Johnson Matthey. Currently, Paul is Group CIO at Persimmon Homes, a Trustee of Museum of London Archaeology and a member of the Board of Governors of More House School for boys with Specific Learning Difficulties. Paul was previously a Non-Executive Director at Clydesdale Bank, subsequently Virgin Money, from June 2016 until June 2022. Prior to this, Paul's non-executive directorships included Pets at Home Group and chairing SITA, the global supplier of air transport communications and IT. He is author of The Digital Leader's Playbook, published in January 2026.

Committee memberships: Audit Committee, People and Remuneration Committee, Risk Oversight Committee, Board Transformation Oversight Committee (Chair)

Resolution 10: To re-elect Dorita Gilinski as a Director

Role: Shareholder-nominated Non-Executive Director

Date first appointed to the Board: 26 September 2022

Skills and experience: Dorita is the President of JGB Financial Holding Company and a member of the Board of Directors and the Audit Committee of Banco GNB Paraguay. Dorita co-led the launch of Lulo Bank, the first fully digitalised bank in Colombia. She brings significant experience in banking, including digital banking and marketing, as well as strategic planning and stakeholder engagement to her Non-Executive Director role. Prior to these roles, Dorita founded the Dori Gilinski Gallery and Libros Para Niños, a non-profit organisation that connects UK volunteers with Latin American schools and charities. Dorita is a graduate of the University of Oxford and holds an MBA from Harvard Business School. Dorita is a shareholder-nominated Non-Executive Director, nominated by her father, Jaime Gilinski Bacal, a significant shareholder of Metro Bank, through his Spaldy Investments Limited vehicle.

Committee memberships: None

Resolution 11: To re-elect Jaime Gilinski Bacal as a Director

Role: Shareholder-nominated Non-Executive Director

Date first appointed to the Board: 2 September 2024

Skills and experience: Jaime is an experienced banker, real estate developer and philanthropist and has extensive holdings primarily in the banking and real estate sectors in Latin America and the United States. Jaime's current non-executive roles include Chair of JGB Financial Holdco Inc., CEO and Director of Grupo Nutresa S.A. and Chair of the Board of Directors of Banco GNB Paraguay S.A. Jaime started his career as an associate at Morgan Stanley & Company in the investment banking area; and then moved on to planning and implementing business strategies for various companies in the consumer products and snack food businesses in South America in conjunction with several major multinational US companies. Jaime is also on the Board of Advisors at Harvard Business School, Teatro Real in Madrid and the Blavatnik School of Government at Oxford University. Jaime is a shareholder-nominated Non-Executive Director, as a significant shareholder of Metro Bank through his Spaldy Investments Limited vehicle.

Committee memberships: None

Resolution 12: To re-elect Paul Thandi as a Director

Role: Independent Non-Executive Director

Date first appointed to the Board: 1 January 2019

Skills and experience: Paul is an experienced Chief Executive Officer, Chair and Non-Executive Director with diverse international media and service-led experience with an emphasis on people, innovation, data and culture. Paul is the former Chief Executive Officer and Chair of the NEC Group in Birmingham and successfully steered the NEC on a journey from public sector ownership, to a £307 million management buyout in 2015, and then an £800 million acquisition of the NEC Group by Blackstone in 2018. In addition, Paul is the Chair of BOXPARK, Chair of the Vertical Group, sits on the Board of the British Allied Trades Federation, and is a patron of Marie Curie and Heads Together. Paul is Deputy Lieutenant of West Midlands Lieutenancy, representing the King in the region, and was awarded a CBE for services to the economy in the New Year's Honours List 2020.

Committee memberships: Nomination Committee, People and Remuneration Committee (Chair), Risk Oversight Committee



NOTICE OF 2026 ANNUAL GENERAL MEETING
METRO BANK HOLDINGS PLC

PART II

EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

Resolution 13: To re-elect Michael Torpey as a Director

Role: Independent Non-Executive Director

Date first appointed to the Board: 1 September 2019

Skills and experience: Michael has extensive career experience in senior roles across financial services. His current appointments include Non-Executive Director roles at FICS Group Holdings Limited, Frasers Group Financial Services Limited and Remitly Europe Limited. His past appointments include Chief Executive of the Corporate & Treasury division and Member of the Group Executive Committee at Bank of Ireland, Head of Banking at the National Treasury Management Agency in Ireland; Group Treasurer at Irish Life & Permanent plc; Senior Treasury Adviser at the Irish Financial Regulator; Finance Director at Ulster Bank Group; and Finance Director at First Active plc.

Committee memberships: Audit Committee (Chair), Risk Oversight Committee, Board Transformation Oversight Committee

Directors' interests

The interests of Directors and their connected persons in the issued share capital of the Company are set out in the Directors' Remuneration Report within the 2025 Annual Report and Accounts.

Resolution 14: Reappointment of the auditor

At each meeting at which the Company's accounts are presented to its members, the Company is required to appoint an external auditor to serve until the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the re-election of the Company's auditors, PricewaterhouseCoopers LLP.

Resolution 15: Auditor remuneration

This Resolution follows best corporate governance practice in authorising the Audit Committee to determine the auditor's remuneration.

Resolution 16: Political donations and expenditure

Part 14 of the Companies Act 2006 requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any 12-month period, and for any political expenditure, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular party. It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. The Directors consider, however, that it is in the best interests of shareholders for the Company to participate in public debate and opinion forming on matters which affect its business. To avoid inadvertent infringement of the Companies Act 2006, the Directors are seeking shareholders' authority for the Company and its UK subsidiaries to make political donations and to incur political expenditure for the period from the date of the AGM to the conclusion of next year's AGM up to a maximum aggregate amount of £25,000.

Resolution 17: Authority to allot Shares

The purpose of this Resolution is to renew the Directors' authority to allot Shares.

The authority in paragraph (a) will allow the Directors to allot new Shares and grant rights to subscribe for, or convert other securities into, Shares up to a nominal value of £222.21, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 25 March 2026, being the last practicable date prior to the publication of this Notice.

The authority in paragraph (b) will allow the Directors to allot new Shares and grant rights to subscribe for, or convert other securities into, Shares only in connection with a rights issue up to a further nominal value of £222.21, which is approximately equivalent to an additional 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 25 March 2026, being the last practicable date prior to the publication of this Notice. This is in line with the Investment Association's Share Capital Management Guidelines issued in February 2023.

At 25 March 2026, the Company did not hold any Shares in treasury.

This Resolution would give the Directors the maximum flexibility permitted by investor guidelines to respond to market developments; however, the Directors have no present intention of exercising this authority. If they do exercise the authority, the Directors intend to follow best practice as regards its use, as recommended by the Investment Association.

The authority sought under this Resolution will be effective until the Company's next AGM or at the close of business on 30 June 2027, whichever is the earlier.



PART II
EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

Resolutions 18 and 19: Authority to allot Shares in relation to Contingent Convertible Securities and authority to disapply pre-emption rights in relation to Contingent Convertible Securities

The purpose of Resolution 18 is to renew the Directors' authority to allot Shares in connection with the issuance of Contingent Convertible Securities.

This authority is separate and distinct from the general authority in Resolution 17, which is sought in accordance with investor guidelines. The Company is required to maintain sufficient capital to absorb losses in periods of stress and to provide a buffer to increase resilience against unexpected losses and the Directors believe that it is in the best interests of the Company to have flexibility to issue Contingent Convertible Securities which contain contractual debt to equity features.

On 26 March 2025, the Company issued £250 million 13.875% fixed rate reset perpetual subordinated contingent convertible capital securities.

The purpose of Resolution 19 is to renew the Directors' authority to issue such Shares in relation to the Contingent Convertible Securities on a non-pre-emptive basis.

These Resolutions would give the Directors the authority to allot Shares and to issue such Shares upon a trigger event occurring under Contingent Convertible Securities which gives rise to a mandatory conversion or exchange of the instruments, up to an aggregate nominal amount of ordinary shares of £450 representing approximately 67% of the Company's current issued ordinary share capital as at 25 March 2026.

The authorities sought under Resolutions 18 and 19 will be effective until the Company's next AGM or at the close of business on 30 June 2027, whichever is the earlier.

Resolution 20: Notice of general meetings

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days. AGMs will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days'.

This Resolution would, if passed, allow the Company flexibility to call general meetings, other than AGMs, on not less than 14 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next AGM, or at the close of business on 30 June 2027, whichever is the earlier.



NOTICE OF 2026 ANNUAL GENERAL MEETING
METRO BANK HOLDINGS PLC

PART III
METRO BANK HOLDINGS PLC
NOTICE OF 2026 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of Metro Bank Holdings PLC will be held at the Company's offices located at First Floor, One Southampton Row, London WC1B 5HA on Tuesday 2 June 2026 at 09:00 am to consider and, if thought fit, pass the following Resolutions.

Resolutions 1 to 18 (inclusive) will be proposed as ordinary resolutions; for each of these Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. For Resolutions 3, 8, 9, 12 and 13 there will be an additional count of the votes cast by independent shareholders, as detailed in the explanatory notes.

Resolutions 19 and 20 will be proposed as special resolutions; for these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of each Resolution.

Ordinary resolutions

Annual Report and Accounts

1. To receive, consider and adopt the Company's Annual Accounts for the year ended 31 December 2025, together with the Directors' Report and the Auditor's Report on those accounts and on the auditable part of the Annual Report on Remuneration.

Remuneration

2. To approve the Directors' Remuneration Report, which is set out on pages 84 to 99 of the Annual Report of the Company for the year ended 31 December 2025.

Election and re-election of Directors

3. To elect Catherine Doran as a Director
4. To re-elect Robert Sharpe as a Director.
5. To re-elect Daniel Frumkin as a Director.
6. To re-elect Marc Page as a Director.
7. To re-elect Cristina Alba Ochoa as a Director.
8. To re-elect Catherine Brown as a Director.
9. To re-elect Paul Coby as a Director.
10. To re-elect Dorita Gilinski as a Director.
11. To re-elect Jaime Gilinski Bacal as a Director.
12. To re-elect Paul Thandi as a Director.
13. To re-elect Michael Torpey as a Director.

Reappointment of the auditor

14. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Auditor remuneration

15. To authorise the Audit Committee to determine the remuneration of the auditors.

Political donations and expenditure

16. THAT:

- a) the Company and those companies which are subsidiaries of the Company at any time during the period for which this Resolution has effect be authorised for the purposes of Part 14 of the Companies Act 2006 during the period from the date of the passing of this Resolution to the earlier of the conclusion of the Company's Annual General Meeting in 2027 and 30 June 2027:
 - (i) to make political donations to political parties, and/or independent election candidates;
 - (ii) to make political donations to political organisations other than political parties; and
 - (iii) to incur political expenditure, up to an aggregate amount of £25,000, and the amount authorised under each of paragraphs (i) to (iii) shall also be limited to such amount;
- b) all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Companies Act 2006 are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- c) words and expressions defined for the purpose of the Companies Act 2006 shall have the same meaning in this Resolution.



NOTICE OF 2026 ANNUAL GENERAL MEETING
METRO BANK HOLDINGS PLC

PART III
METRO BANK HOLDINGS PLC
NOTICE OF 2026 ANNUAL GENERAL MEETING

Authority to allot Shares

17. THAT, in place of any existing authority conferred upon them for the purpose of Section 551 of the Companies Act 2006, 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:

- a) up to an aggregate nominal amount of £222.21; and
- b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £222.21 in connection with a pre-emptive offer,

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 2027, whichever is the earlier, but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- (i) '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; and
- (ii) 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.

Authority to allot shares in relation to Contingent Convertible Securities

18. THAT, in addition to any authority granted under Resolution 17, 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 comprising equity securities in connection with any issue by the Company or its subsidiaries of Contingent Convertible Securities, where the Directors consider that such an issuance of securities would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with Regulatory Capital Requirements or targets applicable to the Group from time to time:

- a) up to an aggregate nominal amount of £450; and
- b) subject to applicable law and regulation, at such conversion prices (or such maximum or minimum conversion prices or conversion price methodologies) as may be determined by the Directors from time to time,

provided that this authority shall (unless previously revoked or renewed) expire at the end of the 2027 Annual General Meeting or at the close of business on 30 June 2027, whichever is the earlier, but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority had not expired.

Special resolutions

Authority to disapply pre-emption rights in relation to Contingent Convertible Securities

19. THAT, subject to the passing of Resolution 18, the Directors be generally and unconditionally authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given in Resolution 18, up to an aggregate nominal amount of £450, 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 2027 Annual General Meeting or at the close of business on 30 June 2027, 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 Resolutions 18 and 19:

- (i) 'Contingent Convertible Securities' means any securities issued by the Company or any member of the Group prior to the date of this notice, which on issue formed all or part of a type or class of securities the terms of which were eligible to meet any Regulatory Capital Requirements and which met the qualifying conditions under such Regulatory Capital Requirements to qualify as 'Additional Tier 1' at the time of the issue of such securities and which are convertible into or exchangeable for ordinary shares of the Company which grant to, or require, the holder of such security and/or its nominee a right or obligation (as applicable) to subscribe for such ordinary shares following a specified event relating to an actual or prospective adverse change in the capital position or viability of the Company, any member of the Group or the Group as a whole or any other event specified in the Regulatory Capital Requirements as defined below and otherwise on such terms as were determined by the Directors of the Company or a Committee thereof upon issue.



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METRO BANK HOLDINGS PLC

PART III
METRO BANK HOLDINGS PLC
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- (ii) 'Group' means the Company and its subsidiaries from time to time.
- (iii) 'Regulatory Capital Requirements' means any applicable requirements specified by the Prudential Regulation Authority or other such authority having primary supervisory authority with respect to the Company from time to time in relation to the margin of solvency, capital resources, capital, contingent capital or buffer capital of the Company, a member of the Group or the Group taken as a whole; and
- (iv) 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.

Notice of general meetings

20. That a general meeting of the Company (other than an AGM) may be called on not less than 14 clear days' notice.

By Order of the Board,

Clare Gilligan

Company Secretary
16 April 2026

Registered office:
One Southampton Row
London
WC1B 5HA
United Kingdom



ADMINISTRATIVE NOTES

Proxy appointment

1. A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by that shareholder.
2. A Form of Proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
3. To appoint a proxy, the Form of Proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be: (a) returned to 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 9 below, in each case so as to arrive no later than 9:00 am on 29 May 2026. Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Shareview website, www.shareview.co.uk, by creating an online portfolio using their Shareholder Reference Number on the Form of Proxy. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the on-screen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites.
4. ShareBuy participants are unable to attend the meeting unless they hold shares in their own name. ShareBuy participants will be sent a Form of Direction and are requested to:
 - (a) complete and sign the Form of Direction in order to instruct Equiniti Share Plan Trustees Limited how they would like it to vote on their behalf. Completed Forms of Direction should be returned to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and in any event so as to be received by Equiniti Limited no later than 9:00 am on 28 May 2026 (or not less than 72 hours before the time appointed for any adjourned meeting, excluding any part of such 72-hour period falling on a day that is not a business day); or
 - (b) register their votes electronically via the internet at <http://www.esp-portal.com/clients/metrobank>. Please follow the instructions on the website to log in. Instructions must be received by no later than 9:00 am on 28 May 2026 (or not less than 72 hours before the time appointed for any adjourned meeting, excluding any part of such 72-hour period falling on a day that is not a business day).

If you are a ShareBuy participant and you also own shares in your own right, then you will need to complete both the Form of Direction and the Form of Proxy and submit them both, either online or by post.

5. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

Nominated persons

6. The right to appoint a proxy does not apply to persons whose Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ('**Nominated Persons**'). Nominated Persons may have a right under an agreement with the member who holds the Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Shares as to the exercise of voting rights.

Information about Shares and voting

7. Holders of Shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 25 March 2026, being the latest practicable date before the publication of this document, was 673,364,820, and each Share carries one vote on a poll. Therefore, the total number of votes exercisable as at 25 March 2026 was 673,364,820.

Right to attend and vote

8. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6:30 pm on 29 May 2026 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

CREST members

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) 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 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.



ADMINISTRATIVE NOTES CONTINUED

11. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar, Equiniti Limited. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 09.00 am on 29 May in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same Shares.

Shareholder rights

14. Shareholders should note that, under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 January 2025; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 January 2025 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
15. Under Section 338 and Section 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive Notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date which is six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Questions

16. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.

Website information

17. A copy of this Notice and other information required by Section 311A of the Companies Act 2006 can be found at www.metrobankonline.co.uk.

Voting by poll

18. Each of the Resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

Use of electronic address

19. Members may not use any electronic address provided in either this Notice of Meeting or any related documents (including the enclosed Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Documents available for inspection

20. Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at One Southampton Row, London WC1B 5HA up to and including the date of the AGM from 15 minutes before the AGM until it ends:
- the service contract of the Executive Directors; and
 - letters of appointment of the Non-Executive Directors.