

**METRO BANK PLC
2020 ANNUAL GENERAL MEETING
FORM OF PROXY**



Please read the explanatory notes overleaf before completing this form.

+	Voting ID	Task ID	Shareholder Reference	+

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 26 May 2020 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

1. To receive the 2019 Annual Report and Accounts
2. To approve the Directors' Remuneration Policy
3. To approve the Annual Statement by the Chair of the Remuneration Committee and the Directors' Remuneration Report (excluding the Director's Remuneration Policy)
4. To re-elect Sir Michael Snyder as a Director
5. To elect Daniel Frumkin as a Director
6. To re-elect David Arden as a Director
7. To re-elect Anna (Monique) Melis as a Director
8. To re-elect Catherine Brown as a Director
9. To re-elect Paul Thandi as a Director
10. To elect Sally Clark as a Director
11. To elect Michael Torpey as a Director
12. To elect Nicholas Winsor as a Director
13. To elect Anne Grim as a Director
14. To elect Ian Henderson as a Director
15. To re-appoint PricewaterhouseCoopers LLP as auditor (the 'Auditor')
16. To authorise the Audit Committee to determine the Auditor's remuneration
17. To give authority to allot shares

Special resolutions

18. To give authority to dis-apply statutory pre-emption rights
19. To give additional authority to dis-apply statutory pre-emption rights
20. To give authority to call a general meeting on not less than 14 clear days' notice

	For	Against	Vote Withheld
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

+	Signed	Date	+

NOTICE OF AVAILABILITY
The Company's Annual Report and Accounts for the financial year ended 31 December 2019 (the Report and Accounts) and the Notice of Meeting are available to view or download in the Investor Relations section of the Company's website at www.metrobankonline.co.uk.
Due to COVID-19 and the Government's restrictions on gatherings and non-essential travel, shareholders (other than those required to meet a quorum) will not be permitted to attend this year's AGM. 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.
Signed _____ Date _____

Shareholder Reference Number



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 21 May 2020.
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. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member.
6. 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. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments made. All forms must be signed and should be returned together.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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 2020 Annual General Meeting for further information on proxy appointment through CREST.



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