

**Legal Entity Identifier: 213800X5WU57YL9GPK89**

**METRO BANK PLC**

**Result of AGM**

**21 May 2019:** Metro Bank PLC (the "Company") announces that, at the Annual General Meeting of shareholders held earlier today, all resolutions were passed as follows.

	<b>RESOLUTION</b>	<b>VOTES FOR</b>	<b>%</b>	<b>VOTES AGAINST</b>	<b>%</b>	<b>VOTES TOTAL</b>	<b>% of ISC** VOTED</b>	<b>VOTES WITHHELD ***</b>
1	To receive the 2018 Annual Report and Accounts	69,007,702	92.27	5,783,553	7.73	74,791,255	76.77%	11,671
2	To approve the Annual Report on Remuneration section of the Directors Remuneration Report	58,189,686	79.33	15,165,144	20.67	73,354,830	75.30%	1,448,784
3	Re-election of Vernon W. Hill, II	62,497,410	87.70	8,763,400	12.30	71,260,810	73.15%	3,542,958
4	Re-election of Craig Donaldson	66,555,968	89.93	7,451,434	10.07	74,007,402	75.97%	796,367
5	Re-election of David Arden	66,496,950	88.91	8,293,786	11.09	74,790,736	76.77%	13,033
6	Re-election of Alastair Gunn	64,676,482	86.48	10,110,954	13.52	74,787,436	76.77%	16,333
7	Re-election of Stuart Bernau	53,231,904	71.93	20,775,088	28.07	74,006,992	75.97%	796,776
8	Re-election of Eugene Lockhart	53,321,609	71.98	20,752,935	28.02	74,074,544	76.04%	729,224
9	Re-election of Roger Farah	61,587,202	82.33	13,214,530	17.67	74,801,732	76.78%	2,037
10	Re-election of Sir Michael Snyder	66,363,003	88.74	8,424,413	11.26	74,787,416	76.77%	16,353
11	Re-election of Anna Melis	59,307,751	79.29	15,494,013	20.71	74,801,764	76.78%	1,984
12	Election of Catherine Brown	62,536,936	84.90	11,119,818	15.10	73,656,754	75.61%	1,147,016
13	Election of Paul Thandi	62,476,038	84.82	11,180,666	15.18	73,656,704	75.61%	1,147,066
14	Re-appointment of Auditor	66,834,276	91.83	5,943,423	8.17	72,777,699	74.70%	2,026,070

15	Remuneration of Auditor	68,324,007	92.78	5,319,100	7.22	73,643,107	75.59%	1,160,663
16	Maintain current variable reward cap	68,104,103	92.48	5,539,048	7.52	73,643,151	75.59%	1,160,619
17	Authority to allot shares	67,980,762	90.90	6,808,272	9.10	74,789,034	76.77%	14,736
18*	Authority to disapply pre-emption rights	68,120,120	91.10	6,653,082	8.90	74,773,202	76.75%	30,568
19*	Additional authority to disapply pre-emption rights	67,642,000	90.46	7,131,201	9.54	74,773,201	76.75%	30,517
20*	Authorise reduced notice of general meeting other than an AGM	68,433,430	91.50	6,355,696	8.50	74,789,126	76.77%	14,644

\* Passed as a special resolution.

\*\* Issued Share Capital

\*\*\* Votes 'withheld' have not been included in the calculation of whether a resolution is carried. Percentages have been rounded to two decimal places.

A copy of the above results will shortly be available on the investor section of Metro Bank PLC 's website.

Further to today's AGM, in relation to Resolutions 2, 7, 8 and 11, whilst the majority supported we are disappointed that some of our shareholders opposed these resolutions. Shareholder feedback is important to us and we will continue to engage constructively with them over the coming months to fully understand the rationale for the opposition to these resolutions. An update on this consultation process will be made within six months of the AGM, in accordance with the UK Corporate Governance Code. We will acknowledge the feedback raised on our approach to remuneration going forward and will seek shareholder approval for a new Directors' Remuneration Policy at our AGM in 2020 in line with the normal cycle for renewal.

## Enquiries

### Metro Bank PLC

David Arden  
Company Secretary

07814 583 731