

22 March 2023

*You have received this notification because you have registered to receive shareholder communications electronically. If you wish to change your mailing preferences or amend personal details, including your email address, visit [www.shareview.co.uk](http://www.shareview.co.uk). You will need to log on to your Shareview portfolio and click the "change" button next to the current details. Alternatively, you may write to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA.*

Dear Shareholder

### **Metro Bank PLC – Publication of Scheme Document**

This e-mail is to notify you that the following shareholder document in connection with the proposed reduction of capital and introduction of a new holding company Metro Bank Holdings PLC by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"), was published today and is now available on Metro Bank PLC's (the "**Company**") website at [www.metrobankonline.co.uk/investor-relations/](http://www.metrobankonline.co.uk/investor-relations/).

- the scheme document (which contains the Notice of the MB Court Meeting and the Notice of the MB General Meeting) dated 22 March 2023 (the "**Scheme Document**").

The Scheme Document sets out, amongst other things, a letter from the Chair of the Company, the details of the Scheme, an explanatory statement of the Scheme and its effects, notices convening the MB Court Meeting and the MB General Meeting, an expected timetable of principal events and details of the action to be taken by MB Shareholders. We recommend that you carefully read the Scheme Document. Terms used in this email and not defined herein have the meanings given to them in the Scheme Document.

We also recommend that you carefully read the prospectus which Metro Bank Holdings PLC has published in connection with the Scheme (the "**MB Prospectus**"). The MB Prospectus contains important information relating to the Scheme and associated reduction of capital and the new shares in Metro Bank Holdings PLC proposed to be issued to shareholders of the Company.

A copy of the MB Prospectus is available on our website at [www.metrobankonline.co.uk/investor-relations/](http://www.metrobankonline.co.uk/investor-relations/).

Metro Bank shareholders will also receive by post the following important documents in relation to the MB Court Meeting and the MB General Meeting:

- a BLUE Form of Proxy for use in connection with the MB Court Meeting in hard copy;
- a YELLOW Form of Proxy for use in connection with the MB General Meeting in hard copy; and
- a pre-paid envelope for use in the UK only for the return of the Blue Form of Proxy and the Yellow Form of Proxy.

If you have not received all of these documents, please contact the Company's registrar, Equiniti, on the number indicated below. Certain other documents, announcements and information published in relation to the Scheme are also available to view at the Company's website at [www.metrobankonline.co.uk/investor-relations/](http://www.metrobankonline.co.uk/investor-relations/).

### **Shareholder Meetings**

In order to become effective, the Scheme requires approval at two meetings — the MB Court Meeting and the MB General Meeting — both of which are anticipated to be held at first floor, One Southampton Row, London WC1B 5HA on 26 April 2023. The MB Court Meeting is expected to start at 10.30 a.m. (London time) (or as soon thereafter as the annual general meeting of the Company convened for the same day has concluded or been adjourned) and the MB General Meeting at 10.45 a.m. (London time) (or as soon thereafter as the MB Court Meeting has concluded or been adjourned).

## **Action to be taken**

The Company draws your attention to the sections entitled “Action to be taken” in Parts I and II of the Scheme Document for details of how to vote and the relevant deadlines for voting if you are entitled to attend, speak and vote at the MB Court Meeting and the MB General Meeting. The Notice of MB Court Meeting is set out at Part VI of the Scheme Document. The Notice of MB General Meeting is set out in Part VII of the Scheme Document.

## **Appointment of a proxy – please appoint a proxy as soon as possible**

It is important that, for the MB Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of the opinion of the MB Shareholders. If you are not able to attend the MB Court Meeting and/or the MB General Meeting, you are strongly encouraged to complete, sign and return the Forms of Proxy for the MB Court Meeting and the MB General Meeting in accordance with the instructions printed thereon, appoint a proxy through the CREST electronic proxy appointment service or appoint a proxy electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk) (as appropriate) as soon as possible, as described in more detail in the Scheme Document. Alternatively, if you have already registered with Equiniti’s online portfolio service, Shareview, you can appoint your proxy electronically by logging on to your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) by using your 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.

Please refer to the Scheme Document for more detailed information about how to appoint proxies.

## **Questions you may have**

If you have any questions about this message, the MB Court Meeting or the MB General Meeting, or are in any doubt how to complete the Forms of Proxy, or would like to receive a hard copy of the documents or you are unable to locate the documents on the website, please call Equiniti between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on +44 (0)371-384-2050. Calls outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide legal, tax or financial advice or advice on the merits of the Scheme.

Please note that this email is not a summary of the proposals to be considered at the Meetings and should not be regarded as a substitute for reading the shareholder documentation referred to above in full, in particular the Scheme Document. It is advised that you read the above documents and the Forms of Proxy carefully before taking any action.

Yours faithfully

Stephanie Wallace  
Company Secretary  
Metro Bank PLC

\*For those with hearing difficulties, a textphone is available on 0371 384 2255 for UK callers with compatible equipment. Lines are open from 8.30a.m. to 5.30pm. Monday to Friday (excluding public holidays in England and Wales).

## **Directors’ responsibility statement**

*The directors of Metro Bank PLC (the “Directors”) accept responsibility for the information contained in this communication relating to Metro Bank PLC. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this communication (including any expressions of opinion) is in accordance with the facts and does not omit anything likely to affect the import of such information.*

Notes:

1. The facility to receive shareholder documents electronically does not discriminate between shareholders. The same documents will be made available to all shareholders whether in paper or electronic form.
2. It is your responsibility to notify Equiniti, the Company's registrar, or the Company of any change to your name, address, e-mail address or other contact details, as appropriate.
3. The Company cannot be held responsible for any failure in the transmission of any electronic communication beyond its control. With electronic communications, the Company's obligations will be satisfied when it publishes the relevant documents on its website and it, or the registrar on the Company's behalf, transmits the notification of availability of those documents to the e-mail address you have provided along with details of the website address and the place on the website where the relevant documents can be accessed.
4. In the event of the Company becoming aware that an electronic notification is not successfully transmitted, a paper copy of the notification of availability will be posted to you at your registered address.
5. Your election to receive shareholder documents via our website and your contact details will remain valid until the Company or Equiniti via Shareview ([www.shareview.co.uk](http://www.shareview.co.uk)) receives alternative instructions from you.
6. You are responsible for ensuring that you have the appropriate equipment and computer capabilities sufficient for the purpose. The Company takes all reasonable steps to provide you with a readable and retainable copy of the documents referred to in this communication via a holding webpage from which the documents can be accessed.
7. The Company takes all reasonable precautions to ensure that no computer viruses are present in any communications it transmits but the Company shall not be responsible for any loss or damage arising from the opening or use of any e-mail or attachments sent by the Company or on its behalf and recommends that you subject all messages to virus checking procedures prior to use. Any electronic communications received by or on behalf of the Company or by Equiniti that are found to contain any computer virus may not be accepted. The Company will make every effort to inform you if your communication has been rejected.
8. If you are not a resident in the United Kingdom it is your responsibility to ensure that you may validly receive shareholder documents electronically, either generally or in relation to any particular document, without the Company or Equiniti being required to comply with any governmental or regulatory procedures or any similar formalities. The Company may deny electronic access to documents relating to certain corporate actions in respect of those shareholders whom it believes are resident in jurisdictions where to provide such access would constitute a violation of the relevant laws of those jurisdictions or would result in a requirement to comply with consent or other formality which the Company regards as unduly onerous.
9. Your e-mail address and any other information which you supply when registering to receive shareholder documents electronically will be used by the Company and on its behalf by its agents (including Equiniti) for the purposes of providing you with shareholder documents electronically. Use of information for the foregoing purposes and the transmission of information via the Internet by its nature may involve the transfer of information outside the UK including to countries which do not provide equivalent protection for personal data as is provided in the UK and on systems which are not under the control of the Company.

Please note that in accessing the Shareview website you will also be bound by Equiniti's terms and conditions contained on that site, including use of information as described in those terms and conditions. The Company does not control and is not responsible for the use of information by or on behalf of Equiniti or third parties as described in those terms and conditions.

10. The Company reserves the right, irrespective of your election, to revert to sending paper documentation, by post, whenever it considers it necessary or desirable to do so.