



Metro Bank Holdings PLC (the "Company")

Legal Entity Identifier: 984500CDDEAD6C2EDQ64

METRO BANK HOLDINGS PLC

Result of AGM

21 May 2024: Metro Bank Holdings PLC (the "Company") announces that, at the Annual General Meeting of shareholders held earlier today, Resolutions 1 to 17 (inclusive) were passed as Ordinary Resolutions. Resolution 20 was passed as a Special Resolution. The results of the poll voting on all resolutions are summarised below.

As stated in the Company's AGM Notice and under Listing Rule 9.2.2E, a resolution to elect or re-elect an Independent Director must be passed by both a majority of the independent shareholders (excluding the Company's controlling shareholder) and a majority of all shareholders. In order to determine this, votes cast by the independent shareholders were counted separately in respect of the re-election of the Independent Directors and the results of that separate count are set out below.

	RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC*** VOTED	VOTES WITHHELD ****
1	To receive the 2023 Annual Report and Accounts	528,487,572	99.92	413,758	0.08	528,901,330	78.62%	1,388,216
2	To approve the binding Directors' Remuneration Policy	529,109,540	99.85	805,150	0.15	529,914,690	78.77%	374,856
3	To approve the Directors' Remuneration Report	527,225,453	99.49	2,689,242	0.51	529,914,695	78.77%	374,851
4	To authorise the Board to remove any maximum ratio between the variable and the fixed components of the total remuneration of any relevant employee	529,090,885	99.85	805,393	0.15	529,896,278	78.77%	393,268
5	To approve amendments to the Deferred Variable Reward Plan	529,194,165	99.87	691,589	0.13	529,885,754	78.77%	403,792
6	To approve amendments to the Long Term Incentive Plan	173,470,277	99.60	703,063	0.40	174,173,340	25.89%	356,116,206
7	Re-election of Robert Sharpe	524,710,688	99.02	5,170,208	0.98	529,880,896	78.77%	408,650

8	Re-election of Daniel Frumkin	529,240,498	99.85	795,218	0.15	530,035,716	78.79%	253,830
9	Re-election of Catherine Brown	528,890,945	99.81	996,225	0.19	529,887,170	78.77%	402,376
10	Re-election of Paul Thandi	528,834,169	99.80	1,047,015	0.20	529,881,184	78.77%	408,362
11	Re-election of Michael Torpey	529,302,649	99.89	581,748	0.11	529,884,397	78.77%	405,149
12	Re-election of Nicholas Winsor	529,274,016	99.89	606,886	0.11	529,880,902	78.77%	408,644
13	Re-election of Dorita Gilinski	529,230,239	99.88	654,163	0.12	529,884,402	78.77%	405,144
14	Re-Appoint Auditor	529,395,893	99.91	499,207	0.09	529,895,100	78.77%	394,446
15	Authorise the Audit Committee to determine the Auditor's remuneration	529,384,484	99.91	502,867	0.09	529,887,351	78.77%	402,195
16	Authorise the political donations and expenditure	529,087,552	99.81	980,911	0.19	530,068,463	78.79%	221,083
17	Authority to allot shares	529,314,174	99.86	753,176	0.14	530,067,350	78.79%	222,196
18*	Authority to disapply pre-emption rights	172,324,725	32.52	357,575,078	67.48	529,899,803	78.77%	389,743
19*	Additional authority to disapply pre-emption rights	172,324,815	32.58	356,574,814	67.42	528,899,629	78.62%	1,389,917
20**	Authorise reduced notice of general meeting other than an AGM	528,338,268	99.70	1,580,086	0.30	529,918,354	78.77%	371,192

Votes cast by independent shareholders

	INDEPENDENT RESOLUTIONS	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC*** VOTED	VOTES WITHHELD ****
9	Re-election of Catherine Brown (Independent)	173,167,031	99.43	996,225	0.57	174,163,256	54.94%	402,376
10	Re-election of Paul Thandi (Independent)	173,110,255	99.40	1,047,015	0.60	174,157,270	54.94%	408,362
11	Re-election of Michael Torpey (Independent)	173,578,735	99.67	581,748	0.33	174,160,483	54.94%	405,149
12	Re-election of Nicholas Winsor (Independent)	173,550,102	99.65	606,886	0.35	174,156,988	54.94%	408,644

* Proposed as a special resolution.

** 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.

Metro Bank will consult with those shareholders who voted against resolutions 18 and 19, to understand their specific concerns. In accordance with the UK Corporate Governance Code, the Company will publish a further statement detailing the outcome of its shareholder engagement in relation to these resolutions, including any actions taken as a result, within six months of the 2024 AGM.

The number of Ordinary Shares in issue on 21 May 2024 (excluding shares held in Treasury) was 672,731,971. Shareholders are entitled to one vote per share.

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

In accordance with Listing Rule 9.6.2R, a copy of the resolutions passed as Special Business at the AGM have been submitted to the National Storage Mechanism and will be available in due course for viewing at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Enquiries

Metro Bank Holdings PLC

Clare Gilligan
Company Secretary

+44 (0) 2034028385