

Metro Bank Holdings PLC (MTRO)
Passing of Written Resolution

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METRO BANK HOLDINGS PLC ANNOUNCES PASSING OF WRITTEN RESOLUTION

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METRO BANK HOLDINGS PLC

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

in respect of the

£350,000,000 Fixed Rate Reset Callable Notes due 8 October 2025

(ISIN: XS2063492396; Common Code: 206349239)

(the “**Notes**”)

On 7 November 2023, the Issuer announced the circulation of a notice of written resolution (the “**Notice of Written Resolution**”) requesting that holders of the Notes (the “**Noteholders**”) consider the extraordinary resolution set out in the Notice of Written Resolution being proposed as a written resolution (the “**Written Resolution**”), which contained the proposal by the Issuer for consent by the Noteholders by way of Written Resolution (as more fully described in the Notice of Written Resolution, the “**Proposal**”). Unless the context otherwise requires, capitalised terms used in this Announcement and not otherwise defined herein have the same meanings given to them in the Notice of Written Resolution.

Passing of Written Resolution

The Issuer today announces that:

- a. the requisite threshold required for the passing of the Written Resolution was achieved on 14 November 2023;
- b. the Eligibility Condition was satisfied on 14 November 2023; and
- c. the Registered Holder executed the Written Resolution on 15 November 2023.

In accordance with the indicative timetable set out in the Notice of Written Resolution, the Second Supplemental Trust Deed was entered into on 15 November 2023 between the Issuer and the Trustee.

Subject to satisfaction of the Effectiveness Conditions and with effect on and from the Settlement Date, Condition 10(a) of the Notes will be amended such that the maturity date of the Notes will be the Settlement Date (currently expected to be 30 November 2023) and the redemption of the Notes will be effected by way of delivery, to the holders thereof, of (i) £1,000 in principal amount of the New MREL Notes to be issued by the Issuer for each £1,000 in principal amount of Notes held by each such Noteholder and (ii) the Accrued Interest Amount (as defined below) in cash.

The full terms and conditions of the Proposal are set out in the Notice of Written Resolution, which is available to Noteholders on the Tabulation Agent’s website at <https://deals.is.kroll.com/metrobank>. Noteholders are urged to read the Notice of Written Resolution carefully, together with any other publicly available information on the Issuer and its group which such Noteholder shall deem necessary, before submitting an Output Instruction in connection with the Written Resolution. The Issuer expects that the corporate action process in respect of the Output Instruction will be launched on 20 November 2023, and the Issuer will notify Noteholders via the Clearing Systems when such corporate action process begins and the deadline therefor (currently expected to be 5.00 p.m. (London time) on 27 November 2023, such time and date as the same may be extended or amended in the sole and absolute discretion of the Issuer, the “**Output Instruction Deadline**”).

Further Information

Any questions relating to this Announcement or the Notice of Written Resolution should be addressed to the Tabulation Agent as follows:

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Dated: 15 November 2023

Dissemination of a Regulatory Announcement, transmitted by EQS Group.
The issuer is solely responsible for the content of this announcement.

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End of AnnouncementEQS News Service
