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Publication of Prospectus

Metro Bank Holdings PLC
16 November 2023

Metro Bank Holdings PLC (LSE: MTRO LN)
16 November 2023

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Legal Entity Identifier: 984500CDDEAD6C2EDQ64

Publication of Prospectus

Further to the announcement by Metro Bank Holdings PLC (“**Metro Bank**” or the “**Company**”) on 8 October 2023 in relation to securing a £325m capital raise and £600m debt refinancing package, the Company has today published the prospectus dated 16 November 2023 relating to the £525,000,000 12 per cent. Fixed Rate Reset Callable Notes due 2029 and £150,000,000 14 per cent. Fixed Rate Reset Callable Notes due 2034 of Metro Bank Holdings PLC (together, the “**Notes**”) (the “**Prospectus**”).

The Prospectus has been approved by the FCA and is available on the Company’s website at: www.metrobankonline.co.uk/investor-relations.

A copy of the Prospectus will also be submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Terms used in this announcement shall, unless the context otherwise requires, be as defined in the Prospectus.

Enquiries

For more information, please contact:

Metro Bank Investor Relations

Jo Roberts
+44 (0) 20 3402 8900
IR@metrobank.plc.uk

Metro Bank Media Relations

Tina Coates / Mona Patel
+44 (0) 7811 246016 / +44 (0) 7815 506845
pressoffice@metrobank.plc.uk

Teneo

Charles Armitstead / Haya Herbert Burns
+44 (0)7703 330269 / +44 (0) 7342 031051
metrobank@teneo.com

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Please note that the information contained in the Prospectus may be addressed to and/or targeted at persons who are residents of particular countries only and is not intended for use and should not be relied upon by any person outside these countries. Prior to relying on the information contained in the Prospectus you must ascertain from the Prospectus whether or not you are part of the intended addressees of the information contained therein.

The Notes described in the Prospectus have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes may not be offered or sold, directly or indirectly within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws.

The Notes of each Series are being offered and sold outside the United States in reliance on Regulation S and within the United States to qualified institutional buyers in reliance on Rule 144A. Prospective purchasers are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A under the Securities Act. For a description of these and certain further restrictions on transfers of the Notes and distribution of the Prospectus, see the “Transfer Restrictions” section of the Prospectus.

The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission, any State securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Notes or the accuracy or adequacy of the Prospectus. Any representation to the contrary is a criminal offence in the United States.

Your right to access this service is conditional upon complying with the above requirement.

ABOUT METRO BANK

Metro Bank services 2.8 million customer accounts and is celebrated for its exceptional customer experience. It remains one of the highest rated high street banks for overall service quality for personal customers and the best bank for service in-store for personal and business customers, in the Competition and Markets Authority's Service Quality Survey in August 2023. Metro Bank has also been awarded "2023 Best Lender of the Year – UK" in the M&A Today, Global Awards, "Best Mortgage Provider of the Year" in 2022 MoneyAge Mortgage Awards, "Best Business Credit Card" in 2022 MoneyNet Personal Finance Awards, "Best Business Credit Card 2022", Forbes Advisor, "Best Current Account for Overseas Use" by Forbes 2022 and accredited as a top ten Most Loved Workplace 2023. It was "Banking Brand of The Year" at the MoneyNet Personal Finance Awards 2021 and received the Gold Award in the Armed Forces Covenant's Employer Recognition Scheme 2021.

The community bank offers retail, business, commercial and private banking services, and prides itself on giving customers the choice to bank however, whenever and wherever they choose, and supporting the customers and communities it serves. Whether that's through its network of 76 stores open seven days a week, 362 days a year; on the phone through its UK-based contact centres; or online through its internet banking or award-winning mobile app, the bank offers customers real choice.

Metro Bank Holdings PLC (registered in England and Wales with company number 14387040, registered office: One Southampton Row, London, WC1B 5HA) is the listed entity and holding company of Metro Bank PLC.

Metro Bank PLC (registered in England and Wales with company number 6419578, registered office: One Southampton Row, London, WC1B 5HA) is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and Prudential Regulation Authority. 'Metrobank' is a registered trademark of Metro Bank PLC. Eligible deposits are protected by the Financial Services Compensation Scheme. For further information about the Scheme refer to the FSCS website www.fscs.org.uk. All Metro Bank products are subject to status and approval.

Metro Bank is an independent UK bank – it is not affiliated with any other bank or organisation (including the METRO newspaper or its publishers) anywhere in the world. Please refer to Metro Bank using the full name.

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