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Metro Bank Holdings PLC (LSE: MTRO LN)
20 May 2025

Metro Bank Holdings PLC (the "Company")

Legal Entity Identifier: 984500CDDEAD6C2EDQ64

METRO BANK HOLDINGS PLC

Result of AGM

20 May 2025: Metro Bank Holdings PLC (the "Company") announces that, at the Annual General Meeting of shareholders held earlier today, Resolutions 1 to 19 (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 UK Listing Rule 6.2.8R, 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 2024 Annual Report and Accounts	559,434,187	99.99	74,552	0.01	559,508,739	83.13%	114,076
2	To approve the binding Directors' Remuneration Policy	524,506,788	93.73	35,082,812	6.27	559,589,600	83.14%	31,783
3	To approve the Directors' Remuneration Report	559,325,088	99.95	265,817	0.05	559,590,905	83.15%	31,910
4	To approve the Shareholder Value Alignment Plan ("SVAP")	495,786,658	88.60	63,808,295	11.40	559,594,953	83.15%	27,862
5	To elect Jaime Gilinski Bacal	559,257,245	99.94	332,896	0.06	559,590,141	83.14%	32,674
6	To elect Cristina Alba Ochoa	559,257,143	99.94	321,943	0.06	559,579,086	83.14%	43,729
7	To elect Marc Page	559,199,205	99.93	382,417	0.07	559,581,622	83.14%	41,193
8	To elect Paul Coby	559,396,592	99.97	183,392	0.03	559,579,984	83.14%	42,831
9	To re-elect Robert Sharpe	543,816,737	97.18	15,776,065	2.82	559,592,802	83.15%	30,013
10	To re-elect Daniel Frumkin	558,878,785	99.87	718,348	0.13	559,597,133	83.15%	25,682
11	To re-elect Catherine Brown	552,040,757	98.65	7,551,300	1.35	559,592,057	83.15%	30,758
12	To re-elect Paul Thandi	551,787,648	98.61	7,804,139	1.39	559,591,787	83.15%	31,028
13	To re-elect Michael Torpey	559,088,570	99.91	505,232	0.09	559,593,802	83.15%	29,013
14	To re-elect Nicholas Winsor	559,074,071	99.91	518,011	0.09	559,592,082	83.15%	30,733
15	To re-elect Dorita Gilinski	558,938,415	99.88	657,557	0.12	559,595,972	83.15%	26,843
16	To re-appoint the Auditor	559,325,153	99.95	275,588	0.05	559,600,741	83.15%	20,642
17	To authorise the Audit Committee to determine the Auditor's remuneration	559,418,035	99.97	184,335	0.03	559,602,370	83.15%	20,445
	To authorise the political	559,084,450	99.91	510,467	0.09	559,594,917	83.15%	27,898

18	donations and expenditure							
19	To authorise the Directors to allot shares	554,024,061	99.00	5,570,749	1.00	559,594,810	83.15%	28,005
20*	To authorise the reduced notice of general meeting other than an AGM	557,381,753	99.78	1,222,753	0.22	558,604,506	83.00%	1,018,309

Votes cast by independent shareholders

INDEPENDENT RESOLUTIONS		VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC** VOTED	VOTES WITHHELD ***
8	To elect Paul Coby (Independent)	203,672,678	99.91	183,392	0.09	203,856,070	64.25%	42,831
11	To re-elect Catherine Brown (Independent)	196,316,843	96.30	7,551,300	3.70	203,868,143	64.25%	30,758
12	To re-elect Paul Thandi (Independent)	196,063,734	96.17	7,804,139	3.83	203,867,873	64.25%	31,028
13	To re-elect Michael Torpey (Independent)	203,364,656	99.75	505,232	0.25	203,869,888	64.25%	29,013
14	To re-elect Nicholas Winsor (Independent)	203,350,157	99.75	518,011	0.25	203,868,168	64.25%	30,733

* 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.

The number of Ordinary Shares in issue on 16 May 2025 (excluding shares held in Treasury) was 673,029,601. 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 UK Listing Rule 6.4.2R, a copy of the resolution passed as Special Business at the AGM has 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

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About Metro Bank

Metro Bank provides corporate, commercial and SME banking and specialist mortgage lending, alongside retail and private banking services. Metro Bank offers relationship banking through a network of 75 stores in the UK, telephone banking from UK-based contact centres and digital banking via an award-winning mobile app.

Metro Bank appeared in second place for personal and business service in-store in the Competition and Markets Authority's Service Quality Survey, February 2025.

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 the Metro Bank group.

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 www.fscs.org.uk.

Metro Bank is an independent UK bank – it is not affiliated with any other bank or organisation. Please refer to Metro Bank using the full name.

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