

26 March 2024

PHILIPPINE DEALING & EXCHANGE CORP.

29/F, BDO Equitable Tower
8751 Paseo de Roxas
1226 Makati City, Philippines

ATTENTION: **ATTY. SUZY CLAIRE R. SELLEZA**

Head, Issuer Compliance and Disclosure Department (ICDD)

Dear Atty. Selleza:

This is to furnish you a copy of the Amended Notice of the Annual Stockholders' Meeting of Metropolitan Bank & Trust Company to reflect the following Agenda:

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting Held on April 26, 2023
4. President's Report to the Stockholders
5. Ratification of All Acts and Resolutions of the Board of Directors, Management and All Committees from April 26, 2023 to April 23, 2024
6. Election of Directors for 2024-2025
7. Appointment of External Auditors for 2024-2025
8. Other Matters
9. Adjournment

Please refer to the attached Notice of Meeting with detailed instructions to stockholders if they wish to attend the Meeting via remote communication, or submit a proxy if they cannot attend the Meeting but wish to be represented. The relevant link to the Company's website is also provided, as well as email addresses to where question may be sent regarding the registration, submission of proxy and generally, the conduct of the Meeting and the Company.

Please also refer to the following attachments: (1) Explanatory Notes to Agenda Items for Approval / Ratification of the Stockholders, (2) Sample Proxy Form and (3) Metrobank's Dividend Policy Statement.

The Meeting (both visual and audio) will be recorded. All votes cast shall be subject to the validation of SGV & Co.

Thank you.

Very truly yours,



Janella Marie R. Panlilio-Amoranto
Asst. Corporate Secretary
METROPOLITAN BANK & TRUST COMPANY

Notice of Annual Stockholders' Meeting

Notice is hereby given that the Annual Stockholders' Meeting (ASM or Meeting) of Metropolitan Bank & Trust Co. will be conducted virtually via the Cisco Webex Platform on Wednesday, April 24, 2024 at 2:00 P.M. The following items will be taken up:

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting Held on April 26, 2023
4. President's Report to the Stockholders
5. Ratification of All Acts and Resolutions of the Board of Directors, Management and All Committees from April 26, 2023 to April 23, 2024
6. Election of Directors for 2024-2025
7. Appointment of External Auditors for 2024-2025
8. Other Matters
9. Adjournment

Record Date. Stockholders of record as of March 08, 2024 shall be entitled to attend and vote at the Meeting.

Stockholders may attend the Meeting either through remote communication or by proxy. The Meeting will be recorded. All of the votes cast shall be validated by SGV & Co.

Registration, Joining and Voting Procedures for the ASM.

Pre-Registration. Stockholders who will participate by remote communication should pre-register by sending an e-mail to ASMregistration@metrobank.com.ph on or before April 17, 2024 together with the following requirements:

For Certificated Stockholders:

- (a) Individual Stockholders
 - i. A scanned copy of the Stockholder's valid government-issued ID showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
 - ii. A valid and active e-mail address and contact number;
 - iii. Electronically-signed documents are accepted pursuant to relevant laws.
- (b) Corporate Stockholders
 - i. A Secretary's Certificate attesting to the authority of the representative to participate by remote communication for, and on behalf of the Corporation (in JPG format). The file size should be no larger than 2MB;
 - ii. A scanned copy of the valid government-issued ID of the Stockholder's representative showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
 - iii. A valid and active e-mail address and contact number of the Stockholder's representative.
 - iv. All documentary requirements must be notarized
- (c) Stockholders under Joint Accounts

In addition to the above requirements, a scanned copy of an authorization letter signed by all Stockholders jointly owning the shares designating who among them is authorized to cast the vote for the account, has to be submitted. The authorization letter must also be in a digital, JPG format with a file size no larger than 2MB.

For Stockholders under PCD Participant/Broker account or "Scripless Shares"

- i. A broker certification on the Stockholder's number of shareholdings (in JPG format). The file size should be no larger than 2MB;
- ii. A scanned copy of the Stockholder's valid government-issued ID showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
- iii. A valid and active e-mail address and contact number.

Important Note: The Company shall continue to accept documents executed by individual stockholders via electronic signature, pursuant to relevant laws. However, documents required to be submitted by corporations (such as the Secretary's Certificate and Broker's Certification) must be notarized. The Company reserves the right to request additional information, including submission of original signed and notarized copies of these documents at a later time. Incomplete or inconsistent information may result in an unsuccessful event registration. As a result, such Stockholders who are unable to provide the foregoing may not be allowed to participate in the virtual ASM.

Successful registrants will receive email event information from the following addresses:

Email address	Information/Instructions to be received
ASMregistration@metrobank.com.ph	An electronic invitation with complete guide on how to join the Meeting. Note: you will be asked to click a link which will lead you to the WEBEX registration page. As in any streaming platform, only your name and email address will be asked. You are not required to give any other personal information.
messenger@webex.com	Official WEBEX event link

For registration concerns and questions related to the meeting and about Metrobank, please get in touch with us through ASMregistration@metrobank.com.ph.

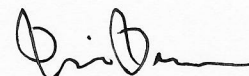
Proxy. Stockholders who are unable to join the virtual Meeting may appoint an authorized representative on their behalf, download, fill-up and sign the sample Proxy Form found on <https://metrobank.com.ph/annual-stockholders-meeting-2024> and send a copy to ASMregistration@metrobank.com.ph on or before Friday, April 19, 2024.

The submitted proxies are subject to the joint validation of the Company's Stock and Transfer Agent and SGV and Co.

Questions About the Meeting and the Company.

You may send your questions regarding the conduct of the Meeting and the Company to investor.relations@metrobank.com.ph.

Electronic Copies of Relevant Documents. Pursuant to SEC Notice dated February 16, 2022, copies of the Notice of Meeting, Definitive Information Statement and other related documents in connection with the Meeting may be accessed through the Company's website <https://metrobank.com.ph/annual-stockholders-meeting-2024> and through the PSE Edge Portal <https://edge.pse.com.ph>.



REGIS V. PUNO
Corporate Secretary

Annual Meeting of the Stockholders
April 24, 2024 at 2:00 P.M.
VIRTUAL MEETING

**EXPLANATORY NOTES TO AGENDA ITEMS THAT WILL BE SUBMITTED FOR RATIFICATION
/ APPROVAL OF THE STOCKHOLDERS**

Agenda Item 1

Call to order

At 2:00 in the afternoon on April 24, 2024, Mr. Arthur V. Ty, Chairman of the Metrobank Board of Directors, will call the Meeting to order.

Agenda Item 2

Certification of Notice and Quorum

The Corporate Secretary, Atty. Regis V. Puno, will certify that the Notice for the 2024 Annual Stockholders Meeting has been duly published and distributed to the Stockholders as of Record Date of March 08, 2024 pursuant to existing regulations of the Securities and Exchange Commission (SEC). He will also attest whether the required quorum is present for the transaction of the business included in the Agenda.

Agenda Item 3

1. Approval of the following Minutes of the Annual Meeting of Stockholders held on April 26, 2023:

- i. *Call to Order and Certification of Quorum. The meeting was called to order by Chairman Arthur Ty at 2:00 in the afternoon. The Corporate Secretary, Regis V. Puno, certified that there were 3,178,094,065 common shares actually present in person or by proxy, out of the 4,497,415,555 common shares outstanding. This constituted 70.66% of the outstanding capital stock.*

Voting Results Per Resolution

- ii. *Approval of the Minutes of the Annual Stockholders' Meeting held on April 27, 2022 via the following:*

100% of shareholders virtually present and represented voted in favor of the proposal, none voted against none abstained.

RESOLUTION NO. 079-MBTC-SH-2023

RESOLVED, that the Minutes of the Annual Stockholders' Meeting on April 27, 2022 are hereby approved.

- iii. *President's Report on the performance of Metrobank for 2022, as further detailed in the Annual Report for 2022.*

During the Meeting, the Host-Moderator Minda A. Olonan selected questions received via email and/or sent via the Q&A panel at ASMRegistration@metrobank.com.ph

1. From Leah Sabrina Lopez

- a. Given the high inflation and interest rates that we are currently seeing, what are the factors that will drive the growth of the Bank this year?

President Dee replied that despite rising inflation which is really affecting the lowest tier of our population, the increased emergence of the middle market retail customers have been offsetting the same. This segment is represented by a widespread onboarding of classes of multiple children who are coming of age, earning money on their own, taking care of their parents, and having income that are substantially more than what their parents used to earn. He opined that the undercurrent and baseload spending of consumers will be driving the bank's economic growth this year and the next 5 years forward. He added further that as consumption increases, it will also benefit commercial segments of the market which will hopefully generate more revenues and will help encourage more businesses to invest more on CAPEX. Additionally, he also noted that the government is also spending on infrastructure to make business logistics more efficient thereby providing better infrastructure to support the economic growth. These includes projects in power, roads, bridges, and airports to facilitate smooth movement. Underlying all of this is the bank's role, providing and allocating capital to needed areas of the economy.

President Dee also stated that consumer spending will be strong, credit card growth will be good and auto and mortgage loans are expected to pick up as well. And since the bank has been selective in its commercial account customer portfolio, these accounts will be market leaders who will be able to take advantage of opportunities when the economy continues to grow.

Finally, even if the economy slows down a bit due to inflation's impact, President Dee believes that the bank's Commercial and CASA growth will still hold its ground as its customer portfolio are the leaders in the industries as alluded to earlier.

2. From Johann Jayme:

How does the bank intend to implement its digitization plan?

President Dee replied that the bank has taken care of designing its digital strategy around its customers, foremost of which is trying to understand what they need so it can come up with solutions to address them. This he says is the primary north star that Metrobank centers on whenever it strategizes for the digital thrust for customers, whether retail or commercial. He also added that the bank leverages on these digital strategies to enable straight-through services where there are fewer manual interventions, less mistakes and more efficiency and convenience for its customers. Around all of that, President Dee likewise placed emphasis on ensuring that cyber-security framework covering all transactions with customers are robust and dynamic in terms of addressing emerging threats.

- iv. Ratification of All Acts and Resolutions of Management, Board and Management Committees including among others, the approval April 27, 2022 to April 25, 2023.

99.89% of shareholders virtually present and represented voted in favor, 0.01% voted against while 0.10% abstained.

RESOLUTION NO. 080-MBTC-SH-2023

RESOLVED, that all acts, transactions and resolutions of Management, Board and Management Committees and the Board of Directors, including among others, the approval of loans, investments, new Bank products and services and related party transactions, from April 27, 2022 to April 25, 2023, are hereby ratified and confirmed.

- v. Election of Twelve (12) Directors for the Year 2023 - 2024

Mr. Juan Miguel L. Escaler of the Nominations Committee, explained that the Nominations Committee and the Corporate Governance and Compensation Committee chaired by Atty. Angelica H. Lavares had jointly evaluated the qualifications of all nominees to the Board of Directors, and that the

Committees found that the nominees had all the qualifications and none of the disqualifications prescribed by law and regulations, and that out of the twelve(12) nominees, five(5) were nominated as independent directors. Twelve (12) directors were elected for the year 2023-2024:

Each Director received at least 96.3% votes from shareholders present and represented.

RESOLUTION NO. 081-MBTC-SH-2023

RESOLVED, that the following are hereby elected as directors of Metrobank effective immediately and until the successors are elected and qualified:

1)	Mr. Arthur Ty	7)	Mr. Jose Vicente L. Alde
2)	Mr. Francisco C. Sebastian.	8)	Mr. Edgar O. Chua*
3)	Mr. Fabian S. Dee	9)	Ms. Angelica H. Lavares*
4)	Mr. Alfred V. Ty	10)	Mr. Philip G. Soliven*
5)	Mr. Vicente R. Cuna, Jr.	11)	Mr. Marcelo C. Fernando, Jr.*
6)	Mr. Solomon S. Cua	12)	Mr. Juan Miguel L. Escaler*

** Independent directors*

vi. *Appointment of Sycip Gorres Velayo & Co. as External Auditors via the following:*

97.57% of shareholders virtually present and represented voted in favor, 2.43% voted against while none abstained.

RESOLUTION NO. 082-MBTC-SH-2023

RESOLVED, that as recommended by the Audit Committee and approved by the Board of Directors, Sycip Gorres Velayo & Co. is hereby appointed as the External Auditors of Metrobank for the year 2023.

There being no other matters for discussion, the meeting was adjourned.

Agenda Item 4

President's Report to the Stockholders

The President will report the highlights of Metrobank's Performance for the year 2023.

Agenda Item 5

Ratification of Corporate Acts

The matters for ratification include all acts, transactions and resolutions of the Board of Directors, management and all Committees done in the ordinary course of business from April 26, 2023 until April 23, 2024, including, among others, the approval of loans, investments, new Bank products and services and significant related party transactions as reflected in the Definitive Information Statement.

Agenda Item 6

Election of Directors for 2024-2025

The persons listed in the table below have been nominated to become directors for 2024-2025. All directors are elected for a term of one year and until their successors shall have been elected and qualified. The table below indicates their current board position (Chairman, Vice-Chairman, President, Director, Independent Director) board committee assignments, age, academic qualification, date of first appointment, experience, and directorships in other listed companies. All nominees are incumbent directors of Metrobank.

Name	Experience
ARTHUR TY Chairman Chairman, Executive Committee Member, Anti-Money Laundering Committee Adviser, Corporate Governance and Compensation Committee Information Technology Steering Committee	<p>Mr. Arthur Ty, Filipino, 57 years old, has been the Chairman of Metrobank since 2012. He was the Bank's President from 2006 to 2012. He has been the Director of GT Capital Holdings, Inc. (GTCAP) since 2007, Chairman of Metropolitan Bank China (Ltd.) (MBCL) since 2010 and Vice-Chairman of Philippine Savings Bank (PSBank) since 2001. He was the Chairman of GTCAP from 2016 to 2022 and Vice-Chairman of First Metro Investment Corporation (FMIC) from 2012 to 2020. He earned his Bachelor of Science degree in Economics at the University of California, Los Angeles and obtained his Masters in Business Administration degree from Columbia University, New York.</p> <p>He is married to Zandra M. Ty, Metrobank First Vice-President. His brother Alfred Ty is a Director of the Bank.</p>
FRANCISCO C. SEBASTIAN Vice-Chairman Chairman, Overseas Banking Committee Vice-Chairman, Executive Committee Adviser, Risk Oversight Committee	<p>Mr. Francisco C. Sebastian, Filipino, 69 years old, has been the Vice-Chairman of the Bank since 2006. He is currently the Chairman of GTCAP since May 2022. He joined the Metrobank Group in 1997 as FMIC President and held this position for 13 years until he was appointed as FMIC Chairman from 2011 to 2022. He was the Chairman of GTCAP from 2014 to April 2016 and Vice-Chairman from 2016 to May 2022. He earned his AB degree in Economics, Magna Cum Laude, from the Ateneo de Manila University in 1975.</p>
FABIAN S. DEE President Member, Executive Committee Information Technology Steering Committee Trust Committee	<p>Mr. Fabian S. Dee, Filipino, 61 years old, became President of Metrobank in 2012. Before becoming President, he headed the National Branch Banking Sector (2006-2012), Account Management Group (2002-2006) and Marketing Center (2001-2002) of Metrobank. He has been a Trustee of Metrobank Foundation, Inc. (MBFI) since 2012; and President of Bancnet, Inc. since April 16, 2021. He was the Director of Bankers Association of the Philippines from 2014 to 2017 and from 2019 to 2023. He was the Chairman and Director of Metrobank Card Corporation (MCC) from 2006 to January 2020; Chairman of Metro Remittance Singapore PTE Ltd. from 2010 to 2019; Chairman of LGU Guarantee Corporation from 2017 to 2019; Chairman of SMBC Metro Investment Corporation (SMBC Metro) from 2014 to 2017; and Director of Bancnet from 2015 to 2017. He holds a degree in Management Engineering from the Ateneo de Manila University.</p>
ALFRED V. TY Director Member, Overseas Banking Committee	<p>Mr. Alfred V. Ty, Filipino, 56 years old, became a director of Metrobank in September 2015. He has been the Chairman of Toyota Motor Philippines Group of Companies and Federal Land Group of Companies. He has been the Vice-Chairman of Metro Pacific Investment Corp. since March 2018 and GTCAP since 2012. He graduated with a Bachelor of Science degree in Business Administration from the University of Southern California in 1989.</p> <p>His brother Arthur Ty is the Chairman of the Bank. He is the brother-in-law of Zandra M. Ty, Metrobank First Vice-President.</p>
VICENTE R. CUNA, JR. Director Chairman, Information Technology Steering Committee Member, Executive Committee Adviser, Risk Oversight Committee	<p>Mr. Vicente R. Cuna, Jr., Filipino, 61 years old, became a director of Metrobank in 2014. He has been the Head of the Enterprise Services Sector of Metrobank since 2018 and Chairman of PSBank since April 2023. Prior to this, he was the Vice-Chairman from April 2018 to 2023 and President from 2013 to 2018 of PSBank; Head of Institutional Banking Sector (2012-2013) and Corporate Banking Group (2006-2012) of Metrobank. He was the Director of FMIC from 2011 to 2015 and Chairman of ORIX Metro Leasing and Finance Corporation (ORIX Metro) from 2016 to 2022. He graduated from De La Salle University with a degree in AB Economics.</p>

Name	Experience
<p>SOLOMON S. CUA Director Member, Audit Committee Overseas Banking Committee</p>	<p>Mr. Solomon S. Cua, Filipino, 68 years old, is a former Undersecretary of the Department of Finance. He became a director of Metrobank in 2018. He is currently the Chairman of Philippine AXA Life Insurance Corporation (AXA Philippines) since April 2010. He was the Chairman of Charter Ping An Insurance Corporation from April 2016 to December 2022. He has been the Vice-Chairman since June 2012 and Director since 2001 of Philippine Racing Club, Inc.; Adviser of MBCL since 2018 and Director of Grand Titan Capital Holdings, Inc. since 2011. He is also the President/Director of SC & SSC Holdings, Inc. since 2015 and Director/Treasurer of Palm Integrated Commodities, Inc. since 2011. He obtained his Bachelor of Arts (Mathematical Sciences and Economics) in University of Melbourne, Australia; Bachelor of Law in University of Queensland, Australia and Masters of Laws in London School of Economics & Political Science, England.</p>
<p>JOSE VICENTE L. ALDE Director Member, Anti-Money Laundering Committee Information Technology Steering Committee Risk Oversight Committee Trust Committee</p>	<p>Mr. Jose Vicente L. Alde, Filipino, 57 years old, became a director of Metrobank in 2022. He is currently the President of PSBank since 2018 and as Director since 2016. He is also the Chairman of Sumisho Finance Corporation and a Trustee of Chamber of Thrift Banks. He also served as Director of MCC from 2015 to 2016 and also held various executive positions in ABN AMRO Bank from 1995 to 2007. He holds a Bachelor's Degree, Cum Laude, in Computer Science from the University of the Philippines and a Master's Degree in Business Management from the Asian Institute of Management (AIM).</p>
<p>EDGAR O. CHUA Independent Director Chairman, Audit Committee Member, Anti-Money Laundering Committee Nominations Committee Related Party Transactions Committee</p>	<p>Mr. Edgar O. Chua, Filipino, 67 years old, became an independent director of Metrobank in 2017. He is currently an Independent Director of JG Summit Olefins Corporation (since August 2022) and the President and Chief Executive of Amber Kinetics, Inc. He has been an Independent Director of PhilCement, PHINMA and First Gen since 2021 and Integrated Micro-Electronics, Inc. since 2014. He is also the Chairman of Philippine Business for the Environment, Philippine Eagle Foundation since 2017, De La Salle Philippines, De La Salle Science Foundation since 2017 and Makati Business Club since 2016. He is currently the Chairman for the University of La Salle Bacolod. He is a Trustee/Treasurer of Philippine Business for Education and Trustee for the De La Salle Greenhills, De La Salle National Mission Council, Integrity Initiative, Gawad Kalinga Community Development Foundation, Inc. since 2005, Zuellig Family Foundation, Pilipinas Shell Foundation, Inc. since 2003, Philippine Disaster Relief Foundation and Alvarez Foundation Philippines. He is the Chairman of The English-Speaking Union of the Philippines, Inc. since 2009. He is the Co Vice-Chairman of National Resilience Council and Governor of Employers Confederation of the Philippines. He is also the Board Advisor of Mitsubishi Motors Phil. Corp. and Coca Cola Bottlers Philippines. He was the President and Chief Executive of Cavitex Holdings, Inc. He was the Chairman of Pilipinas Shell Petroleum from September 2003 to May 2017; and the Country Chairman of Shell companies in the Philippines from September 2003 to October 2016. He holds a degree in BS Chemical Engineering from De La Salle University in 1978.</p>

Name	Experience
<p>ANGELICA H. LAVARES Independent Director Chairman, Anti-Money Laundering Committee Corporate Governance and Compensation Committee Member, Audit Committee Related Party Transactions Committee</p>	<p>Ms. Angelica H. Lavares, Filipino, 70 years old, is a Teaching Fellow at the Institute of Corporate Directors. She became an independent director of Metrobank in 2019. She is also an Independent Director of Prulife UK and the Rural Bank of Silay since April 2022 and an adviser/consultant of the Bank of Commerce. She was a founder member of NextGen Organization of Women Corporate Directors Phils., Inc. She was also the Head of Strategic Support Group of Bank of Commerce from 2009 to 2015. Prior to joining Bank of Commerce, she served as Chief Legal Counsel (2003 to 2007), concurrent Chief Compliance Officer and Chief Legal Officer - Legal Services Department (2007 to 2009) and Assistant Corporate Secretary (2007-2009) of Metrobank. She was also the Chief Legal Counsel and Head of Legal Services Division for United Coconut Planters Bank (UCPB) from 1999 to 2002 acting concurrently as its Head for Human Resource Division. Previous to that, she was the Vice-President for Sales Documentation and Head of Collection Department of Filinvest Land Inc. and Special Assistant to the Commissioner for the Bureau of Customs in 1987. She obtained her degree in AB Psychology, Cum Laude, from St. Theresa's College, QC in 1973 and Bachelor of Laws, First Honorable Mention, from the University of the Philippines in 1981.</p>
<p>PHILIP G. SOLIVEN Lead Independent Director Chairman, Related Party Transactions Committee Trust Committee Member, Nominations Committee Risk Oversight Committee</p>	<p>Mr. Philip G. Soliven, Filipino, 63 years old, is the Lead Independent Director of Metrobank. He became an independent director of Metrobank in 2020. He is also an independent director of Century Pacific Food, Inc. a PSE Index Company, in 2023; Vice Chairman of Multico Prime Power Inc. and Treasurer and Director of The American Chamber of Commerce of the Philippines. He was the former President and Chairman of Cargill Philippines, Inc.; President of Philippine Bio-Industries; and Director of C-Joy Poultry Meats, Inc. He began his professional career with the First National Bank of Boston, in Manila, Philippines branch as foreign exchange trader. He moved to the Bank of Boston's corporate headquarters in Boston, Massachusetts in 1984 to assume a role within corporate banking. In 1985, he was assigned to Hong Kong as manager of the Bank's corporate banking business where he occupied a number of positions across Corporate Loan Recovery, Treasury Sales-Foreign Exchange, Debt Trading and Trade Services. He relocated to Singapore in 1991 as Vice-President for Corporate Banking covering corporate banking clients in Singapore, Indonesia and Thailand. Apart from his professional affiliations, he holds Directorships in non-profit institutions such as The Rotary Club of Makati and the Advancement for Rural Kids. He holds a degree in Business Management from the Ateneo de Manila University.</p>
<p>MARCELO C. FERNANDO, JR. Independent Director Chairman, Risk Oversight Committee Member, Corporate Governance and Compensation Committee Nominations Committee Trust Committee</p>	<p>Mr. Marcelo C. Fernando, Jr., Filipino, 63 years old became an independent director of Metrobank in 2021. He has been a Director of the AIC Group of Companies Holding Corp. since September 2018 and was the Group Treasury Head/Corporate Treasurer of SM Investments Corporation (SMIC), a minority shareholder of the former from 2015 to 2020. He is also the President of Fuego Y Hielo, Inc., a family-owned publishing company that prints titles of Filipino authors. He has been a member of AIM Board of Trustees since September 2022. He was the Managing Director of Citibank, N.A. Philippines, Citi Markets Cluster Head for Brunei, Indonesia, Malaysia, Philippines, Thailand and Vietnam for Asia Pacific Markets and concurrent Markets Head and Country Treasurer from 2009 to 2015. He also served as Citibank's Thailand Branch Managing Director, Fixed Income and Commodities Head and Country Treasurer from 2004 to 2008 both primarily responsible for</p>

Name	Experience
MARCELO C. FERNANDO, JR. (continuation)	the sales, trading and structuring activities in foreign exchange, fixed income, money markets, commodities, credits and their corresponding derivatives products. He is a three-time recipient of Citicorp's Service Excellence Awards and Citicorp Team Awards together with UP's School of Economics Distinguished Alumni Award where he graduated cum laude with a degree in Bachelor of Arts in Economics. He also holds a Master's Degree in Business Management with distinction from the AIM. He is the youngest son of former MERALCO SVP and Finance Undersecretary and Energy Regulatory Board (ERB) Chairman, Marcelo N. Fernando. He was an Open Market Committee Member (2001-2004, 2009), Sub-Committee Chairman for Risk Management (2001) and Sub-Committee Chairman for Derivatives (2000) of the Bankers Association of the Philippines.
JUAN MIGUEL L. ESCALER Independent Director Chairman, Nominations Committee Member, Corporate Governance and Compensation Committee Information Technology Steering Committee	Mr. Juan Miguel L. Escaler, Filipino, 57 years old, became an Independent Director of Metrobank in 2022. He is the Country CEO and Director of Trusting Social AI Philippines. He also holds several Directorship positions in other companies like PASUDECO, Pointwest Technologies, Inc. and M. De Leon Inc. He was a former Co-Head of Investment Banking at Credit Suisse Philippines from 2012 to 2017 and an Executive Director at Goldman Sachs Singapore from 2008 to 2012. His vast banking experience includes his previous roles in Merrill Lynch Singapore as Director, ING Bank Manila as Vice President, and ING Bank New York as trader. He holds a degree in BS Management, with Honors from the Ateneo De Manila University and an MBA from Columbia University.

The following were nominated as Independent Directors, namely, Mr. Edgar O. Chua, Atty. Angelica H. Lavares, Mr. Philip G. Soliven, Mr. Marcelo C. Fernando, Jr. and Mr. Juan Miguel L. Escaler. The corresponding Certificates that they have individually executed as independent director-nominees are attached as EXHIBITS 1, 2, 3, 4 & 5 of the Information Statement.

Agenda Item 7

Appointment of External Auditors

SyCip Gorres Velayo & Co., CPAs (SGV) has been the external auditors of the Bank since 1962. Representatives of SGV are expected to be present at the Meeting and will have the opportunity to make a statement if they desire to do so, and will be available to answer appropriate questions from the stockholders.

Mr. Miguel U. Ballelos, Jr., SGV Partner, reviewed/audited the Group's financial statements as of December 31, 2023 and 2022 and for each of the three years ended December 31, 2023. In compliance with the amended SRC Rule 68 (3) (b) (ix), the signing partners are rotated after every five years reckoned from the year 2002 (increased to seven years effective August 2019 per Professional Regulatory Board of Accountancy Resolution No. 53, Series of 2019).

The Bank intends to retain SGV as its external auditors for the year 2024 and is submitting the same to the stockholders for ratification as endorsed by the Audit Committee with the approval of the Board of Directors.

Agenda Item 8

Other Matters

The Stockholders may raise questions and comments as may be relevant to the Annual Stockholders Meeting.

Agenda Item 9
Adjournment

After consideration of all business in the Agenda, the Chairman will adjourn the 2024 Annual Stockholders Meeting.

P R O X Y ¹

The undersigned stockholder of Metropolitan Bank & Trust Company (Metrobank) hereby appoint/s _____ ² or in his absence, the Chairman of the meeting, as my/our proxy, to act for me/us and on my/our behalf at the Metrobank Annual Stockholders' Meeting to be held on April 24, 2024

(and as may be rescheduled and / or adjourned) and to vote for me/us as indicated below or, if no such indication is given, as my/our proxy thinks fit:

	RESOLUTION	FOR	AGAINST	ABSTAIN
1	Approval of the Minutes of the Annual Meeting held on April 26, 2023			
2	Ratification of all Acts and Resolutions of the Board of Directors, Management and All Committees from April 26, 2023 to April 23, 2024			
3	Election of Directors for 2024-2025 1. Arthur Ty 2. Francisco C. Sebastian 3. Fabian S. Dee 4. Alfred V. Ty 5. Vicente R. Cuna, Jr. 6. Solomon S. Cua 7. Jose Vicente L. Alde 8. Edgar O. Chua 9. Angelica H. Lavares 10. Philip G. Soliven 11. Marcelo C. Fernando, Jr. 12. Juan Miguel L. Escaler			
4	Appointment of External Auditor (Sycip Gorres Velayo & Co.)			

Signature _____
Print Name _____
Contact Number _____
Email Address _____

Date _____

¹ For proxy sent via email, to be valid, a scanned copy of this proxy must be emailed on or before April 19, 2024 to ASMregistration@metrobank.com.ph

² If no name is provided, the Chairman of the Meeting will act as the proxy.

THIS PROXY NEED NOT BE NOTARIZED.

Metrobank's Dividend Policy Statement

The Bank's dividend policy is part of its capital management process that ensures the Bank has sufficient resources to support long term growth. At the same time, it aims to improve the returns to shareholders.

In February 2024, the Board approved a new dividend policy:

- The annual regular cash dividends were raised from Php1.60 per common share to Php3.0 per common share, which is equivalent to 15% of par value. The regular cash dividend will be paid in two (2) equal semi-annual tranches of Php1.50 per common share, in March and in September.
- A special cash dividend of Php2.00 per common share was also declared.

The Board determines according to laws and regulations how the dividends are declared and paid out of the Bank's unrestricted retained earnings.

The majority of the Board approves the declaration of cash dividends. The record date should not be earlier than ten trading days from the declaration, while payment date should not be later than eighteen trading days from the record date. Meanwhile, stock dividends require prior clearance from the BSP, the SEC, and the PSE.

The Board may also approve special cash dividends in addition to the regular cash dividends from time to time. The cash dividend payout depends on the Bank's earnings, cash flows, financial condition, and regulatory requirements for capital, among other factors.

On the other hand, payout may be restricted should the Bank undertake major projects and developments that will require substantial cash outflow, among other circumstances. In these cases, the Board may change the dividend ratio based on results of its operations, plans, and projects.