

26 March 2026

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 Notice of the Annual Stockholders' 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
Asst. Corporate Secretary

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 22, 2026 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 23, 2025
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 23, 2025 to April 21, 2026
6. Election of Directors for 2026-2027
7. Appointment of External Auditors for 2026-2027
8. Other Matters
9. Adjournment

Record Date. Stockholders of record as of March 09, 2026 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 13, 2026 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.
Metrobank Corporate Affairs 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://www.metrobank.com.ph/annual-stockholders-meeting-2026> and send a copy to ASMregistration@metrobank.com.ph on or before Monday, April 13, 2026.

The submitted proxies are subject to the joint validation of the Company's Stock and Transfer Agent and SGV & 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 22, 2024, 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://www.metrobank.com.ph/annual-stockholders-meeting-2026> and through the PSE Edge Portal <https://edge.pse.com.ph>.

REGIS V. PUNO
Corporate Secretary

Annual Meeting of the Stockholders

April 22, 2026 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 22, 2026, Mr. Arthur 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 2026 Annual Stockholders Meeting has been duly published and distributed to the Stockholders as of Record Date of March 09, 2026 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 23, 2025:

- 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 3,167,892,392 common shares actually present in person or by proxy, out of the 4,497,415,555 common shares outstanding. This constituted 70.44% of the outstanding capital stock.*

Voting Results Per Resolution

- ii. *Approval of the Minutes of the Annual Stockholders' Meeting held on April 24, 2024 via the following:
99.96% of shareholders virtually present and represented voted in favor of the proposal, none voted against 0.04% abstained.*

RESOLUTION NO. 001-MBTC-SH-2025

RESOLVED, that the Minutes of the Annual Stockholders' Meeting on April 24, 2024 are hereby approved.

- iii. *President's Report on the performance of Metrobank for 2024, as further detailed in the Annual Report for 2024.*

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 Bea Olba, proxy for Ma. Soledad S. De Leon*

With impressive lending growth in 2024 outpacing the industry, what is your outlook moving forward and what can be the possible drivers of loan growth this year?

President Dee replied that Metrobank has been growing its portfolio at 1.5 to 2 times real GDP (9 to 12%), which is its base forecast for this year. He opined that potential upsidess could come

from the power sector, telecoms and the housing industry, particularly in the countryside, as critical components in driving sector growth for this year.

2. From Micah Alvarez proxy for Atty. Rizalino C. Vineza:

What is Metrobank's strategy and will it open more branches?

President Dee discussed that branch expansion is part of the Bank's strategy to sustain business growth, primarily in servicing the needs of its commercial customers and high net worth clients. With the opening of 14 branches this year and the consolidation of 3 which were not in optimal areas, the net increase in branches totaled 11. He added that management is also investing highly on Information Technology, focusing predominantly on self-served and digital platforms to complement its corporate and retail customers' need for convenience coming off a traditional branch.

iv. Ratification of All Acts and Resolutions of Management, Board and Management Committees including among others, the approval April 24, 2024 to April 22, 2025.

99.80% of shareholders virtually present and represented voted in favor, 0.10% voted against while 0.10% abstained.

RESOLUTION NO. 002-MBTC-SH-2025

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 24, 2024 to April 22, 2025, are hereby ratified and confirmed.

v. Election of Twelve (12) Directors for the Year 2025 - 2026

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 2025-2026:

Each Director received at least 96.18% votes from shareholders present and represented.

RESOLUTION NO. 003-MBTC-SH-2025

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% of shareholders virtually present and represented voted in favor, 3% voted against while none abstained.

RESOLUTION NO. 004-MBTC-SH-2025

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 2025.

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 2025.

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 23, 2025 until April 21, 2026, 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 2026-2027

The persons listed in the table below have been nominated to become directors for 2026-2027. 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.

Name	Experience
ARTHUR TY Chairman Chairman, Executive Committee Member, Anti-Money Laundering Committee Adviser, Corporate Governance and Compensation Committee Information Technology Steering Committee	Mr. Arthur Ty, Filipino, 59 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 from the University of California, Los Angeles and obtained his Masters of Business Administration degree from Columbia University, New York. He is married to Zandra M. Ty, Metrobank First Vice-President. His brother Alfred Ty is a Director of the Bank.

Name	Experience
<p>FRANCISCO C. SEBASTIAN Vice-Chairman Chairman, Overseas Banking Committee Vice-Chairman, Executive Committee Adviser, Risk Oversight Committee</p>	<p>Mr. Francisco C. Sebastian, Filipino, 71 years old, has been the Vice-Chairman of the Bank since 2006. He has been 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>
<p>FABIAN S. DEE President Member, Executive Committee Information Technology Steering Committee Trust Committee</p>	<p>Mr. Fabian S. Dee, Filipino, 63 years old, became President of Metrobank in 2012. Before becoming President, he headed the National Branch Banking Sector from 2006 to 2012, Account Management Group from 2002 to 2006 and Marketing Center from 2001 to 2002 of Metrobank. He has been a Trustee of Metrobank Foundation, Inc. (MBFI) since 2012; Director of Bancnet, Inc. since 2015, President of Bancnet, Inc. since April 16, 2021 and Vice Chairman and Director of FMIC since 2024. He has been the Director of Bankers Association of the Philippines from March 2024 to present, from March 2014 to March 2018 and from March 2019 to March 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 and Chairman of SMBC Metro Investment Corporation (SMBC Metro) from 2014 to 2017; He holds a degree in Management Engineering from the Ateneo de Manila University.</p>
<p>ALFRED V. TY Director Member, Overseas Banking Committee</p>	<p>Mr. Alfred V. Ty, Filipino, 58 years old, became a Director of Metrobank in September 2015. He has been the Chairman of Toyota Motor Philippines Group of Companies since 2019 and Federal Land Group of Companies since 2016. He has been the Vice-Chairman of Metro Pacific Investment Corporation 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>
<p>VICENTE R. CUNA, JR. Director Chairman, Information Technology Steering Committee Member, Executive Committee Adviser, Risk Oversight Committee</p>	<p>Mr. Vicente R. Cuna, Jr., Filipino, 64 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 the 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, 70 years old, is a former Undersecretary of the Department of Finance. He became a Director of Metrobank in 2018. He has been 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 has been 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) from the University of Melbourne, Australia; Bachelor of Laws from the University of Queensland, Australia and Master of Laws from the 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, 59 years old, became a Director of Metrobank in 2022. He has been the Chairman of First Metro Insurance and Reinsurance Brokers, Inc (FMIRBI) since May 2024, President of PSBank since 2018 and Director of PSBank 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 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>ANGELICA H. LAVARES Independent Director Chairman, Anti-Money Laundering Committee Corporate Governance and Compensation Committee Member, Audit Committee Related Party Transactions Committee</p>	<p>Atty. Angelica H. Lavares, Filipino, 72 years old, is a Teaching Fellow at the Institute of Corporate Directors (ICD). She became an Independent Director of Metrobank and Prulife in 2019. She was an adviser/consultant of the Bank of Commerce from 2015 to 2025. 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 from 2003 to 2007, concurrent Chief Compliance Officer and Chief Legal Officer - Legal Services Department from 2007 to 2009 and Assistant Corporate Secretary from 2007 to 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. 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>

Name	Experience
<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, 65 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 since 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, 65 years old, joined the Metrobank Board as an Independent Director in 2021. He has been an Independent Director of Singapore Life Philippines since 2025, Director of the AIC Group of Companies Holding Corp. since September 2018 and member of the Asian Institute of Management Board of Trustees since 2022. He was the Senior Vice President for Group Treasury of SM Investments Corporation from 2015 to 2020. He was the Managing Director of Citibank, N.A. Philippines from 1986 to 2015 and has also served as Country Treasurer in the Philippines and in Thailand. He was the Managing Director and had regional responsibilities as Citibank's Markets Head for the ASEAN cluster. He obtained his Bachelor of Arts Degree in Economics in 1982 from the University of the Philippines, Diliman (Cum Laude) and graduated with Distinction from the Asian Institute of Management's Master's in Business Management program in 1986. Mr. Fernando obtained his Fellowship from the ICD in 2015.</p>

Name	Experience
<p>JUAN MIGUEL L. ESCALER Independent Director Chairman, Nominations Committee Member, Corporate Governance and Compensation Committee Information Technology Steering Committee</p>	<p>Mr. Juan Miguel L. Escaler, Filipino, 59 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.</p>
<p>ANTHONY PAUL C. YAP New Nominee as Director</p>	<p>Mr. Anthony Paul C. Yap, Filipino, 49 years old, has been the Head of Overseas Banking Group since March 2024. He also Co-Heads the Bank's Commercial Segment since November 2022. Prior to this, he was the Head of Corporate Banking Group from January 2023 to December 2024; Head of Branch Banking Sector from October 2020 to December 2022; Head of Strategy & Transformation from January to September 2020; Head of Treasury Group from 2018 to 2019; Head of Trading from July 2016 to December 2017; and Head of Rates and Foreign Exchange Division from December 2013 to July 2016 after serving as Deputy Head from August to December 2013. He has also been a Non-Executive Director of MBCL since July 2025 and the Group Chairman of ORIX METRO since December 2022. He was an Advisor to the Board from April to December 2022 and was also a Member of the Board of Director of First Metro Asset Management, Inc. from January 2016 to June 2023. He holds a Bachelor of Arts in Economics (1997) and a Master of Business Administration (2002) from Ateneo de Manila University and completed the Advanced Management Program at Harvard Business School in 2024.</p>

The following were nominated as Independent Directors, namely, 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 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.

Ms. Janet A. Paraiso, SGV Partner, reviewed/audited the Group's financial statements as of December 31, 2025 and 2024 and for each of the three years ended December 31, 2025. 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 2026 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 2026 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 22, 2026 (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 23, 2025			
2	Ratification of all Acts and Resolutions of the Board of Directors, Management and All Committees from April 23, 2025 to April 21, 2026			
3	Election of Directors for 2026-2027 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. Angelica H. Lavares 9. Philip G. Soliven 10. Marcelo C. Fernando, Jr. 11. Juan Miguel L. Escaler 12. Anthony Paul C. Yap			
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 13, 2026** 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 2026, the Board approved the following:

- The annual regular cash dividend of Php3.00 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 2026.
- A special cash dividend of Php2.00 per common share, payable in March 2026.

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.