

26 May 2026

**Securities and Exchange Commission**

G/F Secretariat Building, PICC Complex,  
Roxas Boulevard, Pasay City 1700

**Attention:** **Atty. Rachel Esther J. Gumtang-Remalante**  
*Director, Corporate Governance and Finance Department*

**Philippine Stock Exchange, Inc.**

Disclosure Department  
6/F PSE Tower One Bonifacio High Street  
28th Street corner 5th Avenue  
Bonifacio Global City, Taguig City

**Attention:** **Atty. Johanne Daniel M. Negra**  
*Officer-in-Charge, Disclosure Department*

**Philippine Dealing & Exchange Corp.**

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


**Attention:** **Atty. Suzy Claire R. Selleza**  
*Head, Issuer Compliance and Disclosure Department (ICDD)*

Mesdames:

In compliance with SEC Memorandum Circular Nos. 15, s.2017, we submit herewith Metrobank's 2025 Integrated Annual Corporate Governance Report (I-ACGR)

We hope you find everything in order.

Thank you.



**ARNULFO B. PASCIOLES, JR.**  
Compliance Officer





## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **31 December 2025**
  
2. SEC Identification Number **20573**
3. BIR Tax Identification No. **000-477-863**
  
4. Exact name of issuer as specified in its charter **Metropolitan Bank and Trust Company**
  
5. **Metro Manila**  
Province, country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
  
7. **GT Tower International 6813 Ayala Ave. cor. H.V. dela Costa St., Brgy. Bel-Air, Makati City**  
Address of Principal Office
  
8. **(632)8898-8000**  
Issuer's Telephone Number, including area code
  
9. **Metrobank Plaza, Sen. Gil Puyat Ave. Urdaneta Village, Makati City**  
Former name, former address, and former fiscal year, if changed since last report.



**2025 INTEGRATED ANNUAL CORPORATE  
GOVERNANCE REPORT  
(I-ACGR)**

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p><b>Principle 1:</b> The company should be headed by a competent, working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.</p>			
<p><b>Recommendation 1.1</b></p>			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	<p>COMPLIANT</p>	<p>The Bank, through its Nominations Committee, ensures that the Board is comprised of a diverse group of proficient people who combine insight and good judgment in implementing good governance. To ensure diversity in the Board, the Bank keeps a balanced representation in terms of gender, expertise, policy-making experience, ethnicity, and independence. Board members possess integrity, probity, physical and mental fitness, competence, education, financial literacy, training, diligence, knowledge and experience relevant to the banking industry.</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	<p>COMPLIANT</p>	<p>During the 2025 Annual Stockholders' Meeting, the Board was re-elected with the continued support from our shareholders. Our Board composition reflects a strong commitment to both experience and independence. It comprises twelve (12) directors, including ten (10) non-executive directors (NEDs) who provide crucial independent oversight, and two (2) executive directors who contribute valuable operational insight. Notably, five (5) of the ten (10) NEDs are independent, with a female representative, further strengthening the Board's independence, objectivity and diverse perspective. All current directors possess the requisite qualifications and are free from any disqualifications to serve on the Board.</p>	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	<p>COMPLIANT</p>	<p>The composition and qualification standards of the Board can be found in the Bank's Corporate Governance Manual (CGM) posted on the Bank's website which can be accessed through these links:</p> <ul style="list-style-type: none"> <li>• <b>Composition of the Board p.8;</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=8</a></li> <li>• <b>Qualifications of a Director pp.25-26</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=25</a></li> </ul> <p>There have been no changes in the personal circumstances of the Directors that would disqualify them from continuing to serve as such. Their individual profiles are set out in the Bank's <a href="#">2025 Annual Report and Sustainability Report on page 79</a> and on the <b>Bank's website: <a href="#">About Us – Board of Director's Profile</a></b>.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li><b>Directors and Executive Officers</b>  <a href="#">2025 Definitive Information Statement#page=18</a>  <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=49</a> </li> </ul>	
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	COMPLIANT	<p>The 2025 Board is composed of twelve (12) directors, including ten (10) non-executive directors (NEDs), who provide crucial independent oversight. This represents 83% of the Board, clearly exceeding the requirement for a majority. These NEDs, which include our five (5) Independent Directors, possess the necessary qualifications and experience to provide unbiased judgment on corporate affairs.</p> <ul style="list-style-type: none"> <li><b>Metrobank Website: About Us – <a href="#">Board of Directors' Profile</a></b></li> <li><a href="#">Metrobank 2025 Annual Report and Sustainability Report on page 21</a></li> <li><a href="#">2025 Definitive Information Statement (SEC Form 20-IS or DIS) on page 18</a></li> </ul>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors	COMPLIANT	Based on the Bank's CGM, the Board as a group and as individual directors should have sufficient knowledge relevant to the Bank's activities to provide effective governance and oversight.	
2. Company has an orientation program for first time directors	COMPLIANT	Pursuant to Sec. 133 of the BSP's Manual of Regulations for Banks and the Corporate Governance and Compensation Committee Charter, the Corporate Governance and Compensation Committee is mandated, among others, to make recommendations to the Board regarding the continuing education of directors.	
3. Company has relevant annual continuing training for all directors.	COMPLIANT	<p>As provided for in the Bank's CGM, a first-time director has to undergo a minimum of eight (8) hours orientation program.</p> <p>For the continuing education of directors, all incumbent directors unless otherwise exempted as provided by the regulations, are required to attend for a minimum of four (4) hours an annual Corporate Governance seminar with an SEC-accredited service provider.</p> <ul style="list-style-type: none"> <li><b>Orientation and Continuing Education pp. 40-41</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=40</a> </li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>On October 24 and November 13, 2025, all incumbent directors and principal officers, together with the directors and officers of the Bank's subsidiaries and selected affiliates, attended the annual corporate governance seminar facilitated by RT &amp; Co. via Zoom. The training covered various topics, including Board Oversight into a Converging Risk Landscape, Cyber Resilience and Third-Party Risk, Financial Crime and Anti-Money Laundering, BASEL IV, Emerging Risk Governance, Digitalization, and AI Adoption.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=23</a></li> </ul> <p>See <b>Annex A</b> for the Certificates of Attendance.</p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	COMPLIANT	<p>The Board is composed of directors with collective relevant working knowledge, experience or expertise. The Board ensures that its composition reflect an appropriate mix with regards to skill representation, board experience, tenure, gender, age, ethnicity, and geographic experience relevant to the Bank's strategic goals. The selection process considers candidates expertise in finance, risk management, legal, compliance, and IT. The Board is committed to gender representation and currently includes one (1) female member. Diversity of thought is further supported by the presence of five (5) Independent Directors.</p> <p>Our stakeholders may refer to the discussion on board diversity in the Bank's <a href="#">Revised Corporate Governance Manual as of 28 February 2025, Composition of the Board p.8</a> and the <a href="#">Metrobank 2025 Annual Report and Sustainability Report p.21</a>.</p>	
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	<p>The Bank's Board is assisted by Atty. Regis V. Puno, who assumed the role of the Corporate Secretary of Metrobank on April 24, 2019. The Office of the Corporate Secretary plays a significant role in supporting the Board of Directors in discharging its responsibilities. The Corporate Secretary is a separate individual from the Compliance Officer and is not a member of the Board.</p> <p>The Corporate Secretary and the Assistant Corporate Secretary, in consultation with the Chairman, prepare the agenda for each meeting and ensure that all supporting documents required for the evaluation of the items in the agenda are on hand, prepare the minutes of</p>	
2. Corporate Secretary is a separate individual from the Compliance Officer	COMPLIANT		
3. Corporate Secretary is not a member of the Board of Directors	COMPLIANT		

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>each meeting and keep records of the proceedings. In coordination with the Compliance Officer, the Office of the Corporate Secretary also communicates with the directors the relevant statutory and regulatory updates, and likewise advises them of the schedules of relevant seminars/training that they can attend.</p> <p>The role, duties and responsibilities of the Corporate Secretary are further discussed in the Bank's <a href="#">Revised Corporate Governance Manual as of 28 February 2025, Corporate Secretary p.57</a> and <a href="#">Metrobank Website: About Us - Metrobank Amended By-Laws</a>.</p>	
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	<p>The Corporate Secretary is required to attend trainings on corporate governance annually.</p> <p>Atty. Regis V. Puno attended the Corporate Governance Training held on 13 November 2025.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=23</a></li> </ul> <p>See <b>Annex A</b> for the Certificate of Attendance.</p>	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	COMPLIANT	<p>As stated in the Bank's CGM, the Corporate Secretary distributes the materials for Board meetings at least five (5) working days before the meeting as far as practicable.</p> <p>The Bank's Corporate Governance Manual can be accessed by our stakeholders through these links:</p> <ul style="list-style-type: none"> <li>• <b>Conduct of Board Meetings and Quorum Requirements pp. 24-25</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=24</a></li> <li>• <b>Meeting Setting and Materials</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a></li> </ul>	
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	COMPLIANT	The Bank's Compliance Officer is Mr. Arnulfo B. Pascoles, Jr. with a rank of Senior Vice President, a position with adequate stature and authority within the organization. He is not a member of the Board.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate	COMPLIANT		

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
stature and authority in the corporation		The role, duties and responsibilities of the Compliance Officer are further discussed in the Bank's <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025, Compliance Officer p.61</a> and <a href="#">Metrobank 2025 Annual Report and Sustainability Report p.25</a> .	
3. Compliance Officer is not a member of the board.	COMPLIANT		
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	Mr. Arnulfo B. Pascoles, Jr. attended the Corporate Governance Training held on 24 October 2025 via Zoom.  See <b>Annex A</b> for the Certificate of Attendance.	
<b>Principle 2:</b> The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
<b>Recommendation 2.1</b>			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	<p>The Bank's CGM provides the specific duties and responsibilities of a Director which will be the basis as well for the assessment of their performance. Further, Annual Performance Assessment is conducted to assess the Director's performance in the discharge of their duties. This is coursed through the Corporate Governance and Compensation Committee (CGCCom).</p> <p>Our stakeholders may refer to the Bank's <a href="#">Revised Corporate Governance Manual as of 28 February 2025</a> for the <b>Specific Duties and Responsibilities of the Board pp.9-21</b>, which is posted on the Bank's website.</p> <p>Director attendance serves as clear indicator of active participation and commitment. In 2025, the Board convened thirteen (13) times. Data shows that 92% of the Board maintained a 100% attendance rate, with one director attending 12 of the 13 sessions. This high level of presence underscores the directors' dedication to acting on a fully informed basis in the best interest of the bank.</p> <p>Data on Board Meetings are disclosed in our <a href="#">Metrobank 2025 Annual Report and Sustainability Report on page 24</a> and <a href="#">2025 Definitive Information Statement (SEC Form 20-IS or DIS) p.52</a>.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 2.2</b>			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	<p>The Bank's Board of Directors follows a process of executing strategies to ensure effective management performance and that are attuned to our business environment and culture.</p> <p>Reviewed at least annually, our strategies include our corporate governance framework, strategic and business plans, risk management, internal control systems, financial performance, consumer protection framework, and the adoption of sustainability or Environment, Social, and Governance (ESG) principles.</p>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	<p>The Board defines the corporate values and culture, appoints key members of senior management, identifies our priorities, sets goals and objectives, and allocate funds to support decisions.</p> <p>The <b>Board's specific duties and responsibilities</b> are discussed in the Bank's <a href="#">Revised Corporate Governance Manual as of 28 February 2025 pp.9-21</a> and <a href="#">Metrobank 2025 Annual Report and Sustainability Report p.20</a>.</p>	
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	<p><b><u>The Vision-Mission of the Bank</u></b></p> <p>To be the country's premiere financial conglomerate, empowering our individual and business clients to realize their goals and reach their full potential. By creating and customizing financial solutions in response to our stakeholders' needs, continuously expanding our scope of reach, and leading in community service, we live up to our "You're In Good Hands" promise that embodies who we are and what we do. We are Metrobank.</p> <p><i>The Vision Mission Statement (VMS) was approved by the Board in January 2020.</i></p> <p>The Bank's Vision, Mission and core values are disclosed through these links:</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=2</a></li> <li>• <a href="#">Metrobank's Vision and Mission</a></li> <li>• <a href="#">Metrobank's Core Values</a></li> <li>• <a href="#">Code of Ethics-Employees</a></li> <li>• <a href="#">Code of Ethics-Bank Directors</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>COMPLIANT</p>	<p>An active and competent Board of Directors (Board) is responsible for the governance of the Bank. It has collective responsibilities for leadership and control of the Bank's affairs, ensuring its long-term sustainability and success. The Board sets the corporate governance tone in the Bank by collectively directing the affairs of the Bank while meeting the appropriate interests of all stakeholders. It leads the process of developing and reviewing the Bank's strategies annually. It oversees the development, review, and approval of the Bank's vision and mission statements, a sound corporate governance framework, strategic and business plans, risk management, internal control system, financial performance, and the adoption of sustainability principles, including those covering environmental and social risk areas in the Bank.</p> <p>The detailed responsibilities of the Board are disclosed in the CGM posted on the Corporate Governance section of the Bank's website.</p> <ul style="list-style-type: none"> <li>• <b>Specific Duties and Responsibilities of the Board, pp.9-21</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=9</a></li> </ul> <p>To adequately fulfill its responsibilities, the Corporate Secretary, who is not a member of the Board and is separate from the Chief Compliance Officer, serves as an adviser to the Directors on their obligations and responsibilities and manages the flow of relevant and timely information to the Board prior to meetings.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a></li> </ul>	
<b>Recommendation 2.3</b>			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>COMPLIANT</p>	<p>The Bank's Chairperson Mr. Arthur Ty provides overall leadership and direction to the Board. He oversees the Board of Directors' fulfillment of their obligations to our Bank and our stakeholders.</p> <p>His profile is included in the <a href="#">Metrobank 2025 Annual Report and Sustainability Report p.79</a>, and <a href="#">2025 Definitive Information Statement (SEC Form 20-IS or DIS) p.18</a>, and uploaded on the Bank's website, which our stakeholders can easily access, view and/or download:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Website: About Us – Board of Directors' Profile</b></li> <li>• <b>The Chairman of the Board, p. 21</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=21</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	<p><b>Retirement and Succession Policy</b></p> <p><b>Board Succession.</b> The Bank's By-Laws provide that any vacancy in the Board may be filled by the vote of a majority of the directors constituting a quorum. Through a regular or special meeting, stockholders can also fill a vacant director's post that may result from their removal by stockholders, term expiration, or an increase in the number of directors.</p>	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	<p><b>President and Senior Management selection and succession.</b> Senior leaders are selected and appointed based on a rigorous assessment of their leadership potential, identified current and future-critical capabilities, anchored in clearly defined behavioral and performance criteria. All appointments are reviewed and approved by the Manpower Committee, the Nominations Committee, and the Board, ensuring disciplined governance, transparency, and continuity of leadership. The Bank continues to identify and develop high-performing and high-potential talent through regular talent reviews, supported by multiple data points, including performance metrics, leadership capability assessment, and 360-degree feedback. These inputs provide structured behavioral insights to support objective readiness assessments and focused development discussions.</p> <p>To strengthen the depth and quality of the leadership pipeline, the Bank reinforced the use of Individual Development Plans (IDPs) for all priority talents. In 2025, all identified successors and priority talents were covered by more intentional and targeted development plans. To further accelerate readiness for critical roles, the Bank implemented Development Advisories in partnership with Human Resources, providing focused guidance to leaders and talents on development priorities and actions. These efforts were complemented by a blended suite of developmental interventions, including special project assignments, cross-postings, mentoring, and leadership immersions. These initiatives enabled high-potential talents to gain exposure to critical roles and complex business environments, while supporting leadership continuity, including the anticipation of planned retirement of incumbent leaders.</p> <p>The Bank provides a Retirement Plan for its employees and employee's beneficiaries in case of the employee's death, permanent total disability and retirement. Retirement is compulsory for employees reaching their 55th birthday or completing a period of continuous service of 30 years, whichever comes first.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>As a rule, no director may be reelected following the calendar year in which they turn 75 years old. However, the Nominations Committee may recommend a waiver of the age requirement to the Board if it is deemed in the best interests of the Bank.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=79</a></li> <li>• <b>Retirement Policy for Directors, p. 31</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=31</a></li> <li>• <b>Succession for Directors &amp; Vacancies in the Office of a Director, p.31</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=31</a></li> </ul>	
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	The Bank ensures that its compensation policies are aligned to its strategic and financial objectives, performance, market conditions, as well as labor laws and regulations. These are designed to promote performance and excellence among its people. To attract and retain talent, the Bank ensures that its compensation package remains competitive against industry standards.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	The Board Directors receive a fixed package, which includes a per diem, transportation allowance, and other fees. Their pay is based on their banking or finance experience, professional background, level of responsibilities, attendance in Board and committee meetings, and market conditions. Executive Directors receive compensation as full-time Executive Officers while Non-Executive Directors receive a per diem and other fees for attending Board and committee meetings.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	<p>Executive officers and employees receive salaries reflective of their qualifications and experience, job nature, position, and level of responsibility.</p> <p>Labor laws and requirements guide the compensation package for non-officers or rank and file employees, whose salaries are linked to both their performance and mutually agreed upon obligations under the Bank's Collective Bargaining Agreement (CBA).</p> <p>The compensation policy for the Board of Directors and Key Employees can be found in the Bank's <a href="#">Revised Corporate Governance Manual as of 28 February 2025, Compensation Policy</a></p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><a href="#">p.66, Metrobank 2025 Annual Report and Sustainability Report p.23 and Metrobank Company Policies</a> which can be accessed by our stakeholders on the Bank's website.</p> <p>In accordance with the Bank's CGM, Directors are mandated to conduct business transactions with the Bank with utmost fairness and transparency. The Manual strictly requires that personal interests do not influence Board decisions. To uphold this principle, Directors are obligated to disclose any potential conflicts and must abstain from participating in deliberations or voting on any agenda item where a conflict exists. This ensures that all Board actions are remains objective and aligned solely with the best interests of the Bank.</p>	
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	The Bank maintains a comprehensive policy on the nomination and election of directors. This policy covers the entire lifecycle of board membership, including explicit nomination procedures, the recognition of minority stockholders' rights to nominate, and clear protocols for the appointment and removal of board members.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	The Nomination Committee oversees the implementation of these procedures to ensure only qualified individuals are shortlisted.	
3. Board nomination and election policy includes how the company accepted nomination from minority shareholders.	COMPLIANT	<ul style="list-style-type: none"> <li>• <b>Nomination Procedures item c. pp.30-31</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=30</a></li> </ul>	
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT	A discussion on the nomination/election can also be found in the Bank's Annual Report and can be accessed through following links:	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT	<ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></li> <li>• <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=21</a></li> <li>• <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=27</a></li> </ul>	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT		

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Optional: Recommendation to 2.6</b>			
<p>1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.</p>	COMPLIANT	<p>The members of the Board are elected annually. In accordance with the Bank's By-Laws, any stockholders, whether controlling or non-controlling, may submit nominations for directorial positions to represent his interest in promoting long-term value creation.</p> <p>The Board through its Nominations Committee strives to ensure the optimal mix of skills and talent and balanced membership of the Board to achieve its strategic objectives.</p> <p>When identifying or screening potential candidates, the Committee may use whatever resources it deems appropriate, including but not limited to, referrals from existing directors and officers, recommendations, and suggestions from stockholders. To the extent possible, it also makes use of external databases or external search firms. Only nominees whose names appear in the Final List of Candidates shall be eligible for election as director.</p> <ul style="list-style-type: none"> <li>• <b>Board Nomination and Election Process</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></li> <li>• <b>Nomination and Election, p. 52</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=52</a></li> <li>• <b>Nomination Procedures item c. pp.30-31</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=30</a></li> </ul>	
<b>Recommendation 2.7</b>			
<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	COMPLIANT	<p>The Bank, through its Board and dedicated RPT Committee, ensures that all related party transactions are rigorously reviewed to identify potential risks and are subject to strict controls to ensure they are conducted on an arm's length basis, preventing the misappropriation of corporate resources. Our RPT policies are dynamically updated to remain in full alignment with the latest regulatory issuances.</p>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	COMPLIANT	<p>For 2025, the Bank confirms that all RPTs were executed fairly, with terms no less favorable to the Bank than those offered to non-related parties.</p> <ul style="list-style-type: none"> <li>• <b>Related Party Transactions, p.67</b></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	COMPLIANT	<p><a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a></p> <ul style="list-style-type: none"> <li><a href="#">Metrobank Company Policies</a></li> </ul> <p>As part of our corporate governance, all related parties are properly identified, and related party transactions are vetted and approved depending on the threshold by either the management-level committee or Board-level committee.</p> <p>A discussion on Related Party Policy can also be found in the Bank's Annual Report:</p> <ul style="list-style-type: none"> <li><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> </ul>	
<b>Supplement to Recommendations 2.7</b>			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval</p>	COMPLIANT	<p>The Bank maintains a rigorous RPT policy that mandates the appointment of an external independent party to evaluate transactions constituting 10% or more of the Bank's total consolidated assets (individually or in aggregate over 12 months). This ensures independent verification of arm's length pricing and fairness.</p> <p>Furthermore, the Bank practices enhanced transparency by seeking shareholder ratification. In 2025, the majority of non-related shareholders ratified all material RPTs. These internal controls ensure that corporate resources are protected and that all transactions are conducted fairly, without prejudice to the Bank's interests.</p> <ul style="list-style-type: none"> <li><b>Related Party Transactions</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a>  <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=60</a>  <a href="#">2025 Definitive Information Statement (SEC Form 20-IS or DIS) p.219</a> </li> <li><a href="#">Metrobank Company Policies</a></li> </ul>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	COMPLIANT	<p>The Board has established a robust voting system where materials RPTs requiring shareholder intervention are ratified by a majority of non-related party shareholders. The Bank commits shareholders are fully informed by providing details of the transactions in the Definitive Information Statement prior to the Annual Stockholders' Meeting. This process ensures that approvals are made on an arm's-length basis and are free from the influence of related interests.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Metrobank has been using poll voting. The proxies, attendance and votes cast at the Meeting were tabulated by the Bank's Stock Transfer Agent (the Metrobank -Trust Banking Group), and validated by SGV &amp; Co. in its capacity as third-party validator.</p> <ul style="list-style-type: none"> <li>• <b>Voting Procedures, p.23</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=23</a></li> <li>• <a href="#">2026 Notice of Annual Stockholders Meeting</a></li> <li>• <a href="#">Metrobank Amended By-Laws</a></li> <li>• <b>Votes Required for Approval or Election, p.33</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=33</a></li> </ul>	
<b>Recommendation 2.8</b>			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive)</p>	COMPLIANT	<p>The Board's general responsibilities include approving the selection and overseeing the performance of the President, key senior management and control function leaders.</p> <ul style="list-style-type: none"> <li>• <b>Specific Duties and Responsibilities of the Board pp.9-21</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=9</a></li> </ul> <p>The list of key management officers can be found through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Directors, Advisers, and Principal Officers</b> <a href="https://www.metrobank.com.ph/articles/about-us/our-people">https://www.metrobank.com.ph/articles/about-us/our-people</a></li> <li>• <b>Directors and Executive Officers, pp.18-26</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=18</a></li> </ul>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	COMPLIANT	<p>The Bank ensures that the appointment of the Chief Risk Officer (CRO), Chief Compliance Officer (CCO) and Chief Audit Executive (CAE) is consistent with the qualifications set forth by BSP and ascertains that said officers are fit and proper to assume the roles.</p> <p>Senior leaders are selected and appointed through a rigorous assessment of leadership potential, identified current and future-critical capabilities, anchored in clearly defined behavioral and performance criteria. All appointments are reviewed and approved by the Manpower Committee, the Nominations Committee, and the Board, ensuring disciplined governance, transparency, and continuity of leadership.</p> <p>The respective board-level committee to which the CRO, CCO and CAE report rate their performance annually.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Bank's recruitment and senior management selection procedures can be accessed through this link: <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> </ul>	
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and senior Management.	COMPLIANT	The Bank implements a robust Performance Management Framework that evaluates employees based on both quantitative job performance and qualitative contributions, including leadership behaviors and adaptability to organizational change. To ensure objectivity and fairness, the assessment process involves structured one-on-one performance discussions, followed by a rigorous calibration exercise among leadership. This evidence-based approach results in clear performance differentiation across all business units and support functions. In 2025, these processes were strictly observed to ensure that employee productivity and rewards are directly linked to documented performance metrics and corporate values.	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	<ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=61</a></li> </ul>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	As an extension of the Board of Directors, the Audit Committee (AUDITCOM) assists the Board of Directors in fulfilling its statutory and fiduciary responsibilities, enhancing shareholder value, and protecting shareholders' interest through (a) effective oversight of internal and external audit functions, (b) transparency and proper reporting, (c) compliance with laws, rules and regulations; and code of conduct, and (d) adequate and effective internal controls.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	To further strengthen the internal control system, the Bank likewise established internal policies related to conflict of interest, related party transactions and whistle blowing, these policies are all available on the Bank's website which can be accessed by our stockholders through the following links: <ul style="list-style-type: none"> <li>• <a href="#">Metrobank Company Policies</a></li> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• <b>Related Party Transactions</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=32</a></li> </ul>	
3. Board approves the Internal Audit Charter.	COMPLIANT	<p>Internal Audit Charter is reviewed annually; updates made thereto were approved by the Audit Committee on 18 August 2025 and noted by the Board of Directors on 20 August 2025.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul>	
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	<p>Through the Risk Oversight Committee (ROC), the Board ensures that the Bank has the appropriate risk infrastructure, tools and operating policies. The Board also ascertains exposures are within the Bank's risk appetite.</p> <p>Supporting and directly reporting to the ROC is the Risk Management Group (RSK), an independent unit that closely coordinates with other business units to identify, analyze, measure, and monitor the Bank's material risks. RSK also has oversight responsibility over the risk management function of Metrobank Group's various subsidiaries.</p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	<p>Our Risk Management Process is based on the interplay of business goals and needs, associated risks, and required capital. Our goal is to make sure the Bank grows sustainably amid changing business cycles.</p> <p>The Bank employs best-in-class and regulatory-compliant metrics and risk assessment tools to measure risks and help us prevent and intercept the onset of serious issues.</p> <p>The Bank's risk management framework and practices enable us to protect our assets, comply with regulations, and ensure our stability in both domestic and global financial environments.</p> <p>The Bank utilize top-tier, regulatory compliant metrics and assessment tools to identify and analyze material risks arising from its activities and to set the appetite for taking them. By effectively managing risks, serious issues and situations that may require capital to cover losses will be prevented. This allows for optimal allocation of financial resources and capital at all times.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Risk Management Principles and Processes are disclosed through the following links: <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=27</a></li> <li>• <b>Metrobank Board Committees: <a href="#">Risk Oversight Committee</a></b></li> <li>• <b>Risk Oversight Committee p. 52, Annex 11</b></li> <li>• <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=52</a></li> </ul>	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	The Bank's CGM serves as the Board Charter which clearly defines the roles, responsibilities and accountabilities of the Board in carrying out its fiduciary role. In the same token, the CGM provides guidance for the Directors in the conduct of their performance.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT	<b>Powers/Responsibilities and Duties of the Board pp. 9-21 is found in the Bank's <a href="#">Revised Corporate Governance Manual as of 28 February 2025</a>, available on the Bank's website and accessible to our stakeholders.</b>	
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	COMPLIANT	The Bank's Insider Trading Policy, which forms part of the CGM and available on the Bank's website, provides clear rules prohibiting insider trading and abusive self-dealing by Directors, Officers, and employees. The Policy restricts trading during designated blackout periods when access to material non-public information may be present. These restrictions apply to all directors, covered employees across the Metrobank Group, and their immediate family members residing in the same household, as well as corporate entities, other organizations, and funds under their influence or control. Covered persons and reporting insiders are required to disclose their beneficial ownership of Metrobank shares, if applicable, and to report any changes in such ownership to the Bank by the next trading day, in accordance with the rules of the SEC and the PSE.	As a publicly listed company, Metrobank protects shareholders from individuals who may get hold of valuable information that are not readily available in the market for their unfair benefit.

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>We strictly follow a "need-to know basis" for disclosing material and non-public information about any of the companies within the Metrobank Group or its partners.</p> <ul style="list-style-type: none"> <li>• <b>Policy on Insider Trading (Annex 18)</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a>  <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=61</a></li> <li>• <a href="#">Metrobank Company Policies</a></li> </ul>	
<b>Optional: Principle 2</b>			
<p>1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.</p>	COMPLIANT	<p>The policy on granting loans to directors is covered under the Metrobank's RPT Policy which is available on the Bank's website:</p> <ul style="list-style-type: none"> <li>• <b>Related Party Transactions p.67; Annex 17</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a></li> <li>• <a href="#">Metrobank Company Policies</a></li> </ul> <p>The policy ensures that transactions with related parties (directors included) are reviewed to assess risks, are subject to appropriate restrictions to ensure that such are conducted at arm's-length terms, and that corporate or business resources of the Bank are not misappropriated or misapplied.</p> <p><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></p>	
<p>2. Company discloses the types of decision requiring board of directors' approval</p>	COMPLIANT	<p>The following links provide information on the types of decision requiring approval from the Board of Directors.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Amended <a href="#">By-Laws</a></b></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=20</a></li> <li>• <b>Powers/ Responsibilities and Duties of the Board pp.9-21</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=9</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p><b>Principle 3:</b> Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
<p><b>Recommendation 3.1</b></p>			
<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>COMPLIANT</p>	<p>The Board created specialized committees to provide focused oversight on key areas of governance. These committees are guided by formal Charters that specify their respective structures, duties and the resources allocated for their functions. These charters serve as the primary governance reference for committee operations and are periodically reviewed to ensure alignment with regulatory standard.</p> <ul style="list-style-type: none"> <li>• <b>Board and Bank-Level Committees pp. 50-52; Annexes 3-12</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=50</a></li> </ul> <p>All committee charters are published and maintained on the Bank's website.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committee Charters</b>  <a href="#">Board Committees</a>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 3.2</b>			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	<p>The Audit Committee (AUDITCOM) assists the Board of Directors in fulfilling its statutory and fiduciary responsibilities, enhancing shareholder value, and protecting shareholders' interest through (a) effective oversight of internal and external audit functions; (b) transparency and proper reporting; (c) compliance with laws, rules and regulations, and code of conduct; and, (d) adequate and effective internal controls.</p> <p>The primary responsibilities of the Audit Committee are: provide effective oversight of external and internal audit functions, including internal audit activities provided to subsidiaries/associates and outsourced internal audit activities; ensure transparency and proper reporting with emphasis on the reports' integrity, timeliness and compliance with standards; ensure compliance with Bank policies, and applicable laws, rules and regulations and code of conduct; and, ensure adequate and effective internal controls.</p> <p>The information on the Audit Committee can be accessed through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank's Board Committees <a href="#">Audit Committee (AuditCom).pdf</a></b></li> <li>• <b><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></b></li> </ul>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	<p>The members of the AUDITCOM are appointed annually by the Board of Directors. It is composed of at least three (3) qualified non-executive directors, and majority of whom are independent directors, including the Chairperson.</p> <p>2025 Membership of Audit Committee can be accessed through these links:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committee: <a href="#">Audit Committee (AuditCom).pdf</a></b></li> <li>• <b><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></b></li> <li>• <b>Appointment of Members and Composition of the Audit Committee pp. 76-78 <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=76</a></b></li> </ul>	
3. All the members of the committee have relevant background, knowledge, skills and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	<p>All of the members of the AUDITCOM have relevant background knowledge, skills and/or experience in the areas of accounting, auditing and finance commensurate with the size, complexity of operations and risk profile of the bank.</p> <p>Their profiles are included in our <b><a href="#">Metrobank 2025 Annual Report and Sustainability Report p.79</a></b>, and <b><a href="#">2025 Definitive Information Statement (SEC Form 20-IS or DIS) p.18</a></b>. All of which are</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>uploaded on the Bank's website, which our stakeholders can easily access, view and/or download.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Website: About Us – <a href="#">Board of Directors' Profile</a></b></li> </ul>	
4. The Chairman of the audit committee is not the Chairman of the Board or of any other committee.	COMPLIANT	<p>The Chairman of the Audit Committee, Mr. Edgar O. Chua, is not the Chairman of the Board or of any other Board-level committees.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank's Board Committees: <a href="#">Audit Committee (AuditCom).pdf</a></b></li> <li>• <b><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></b></li> </ul>	
<b>Supplement to Recommendations 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor	COMPLIANT	<p>Audit Committee is responsible for evaluating the nature and scope of all non-audit engagements conducted by the external auditor. No non-audit service is initiated without the Committee's explicit approval, ensuring that such services do not compromise the auditor's independence. Compliance with this policy is evidenced by official memos and Minutes of Meetings, which document the deliberation and approval of each engagement.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees: <a href="#">Audit Committee (AuditCom).pdf</a></b></li> <li>• <b><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=32</a></b></li> </ul>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	<p>Audit Committee held a regular meeting and dialogue with the external audit team without anyone from the management present on 30 October 2025.</p> <ul style="list-style-type: none"> <li>• <b>Executive Session of Non-Executive Directors</b> <b><a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=55</a></b> <b><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a></b></li> </ul>	
<b>Optional: Recommendation 3.2</b>			
1. Audit committee meet at least four times during the year	COMPLIANT	<p>In 2025, the Audit Committee held 14 meetings conducted virtually. Each regular committee meeting was attended by the Chief Audit Executive to report on the progress of plans, implementation of enhanced audit strategies/approaches, and significant issues, with related committed actions, arising from audit reviews. The Chief Risk Officer, Controller, and key Management Officers, and External Auditor attended relevant sessions and provided pertinent information.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• <b>Metrobank's Board Committees:</b> <a href="#">Audit Committee (AuditCom).pdf</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> <li>• <b>Board Meetings, p.52</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=52</a></li> <li>• <b>Audit Committee, p.53</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=53</a></li> </ul>	
2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	<p>As stated in the Charter, the Audit Committee is responsible for the appointment/ selection, re-appointment and dismissal of the internal auditor based on fair and transparent criteria.</p> <p>iii. The Senior Management may appoint the internal auditor subject to the concurrence of the Audit Committee;</p> <p>v. If the internal auditor resigns or communicates an intention to resign, the Audit Committee should follow up the reasons or explanations giving rise to such resignation, and should consider whether it needs to take any action in response to those reasons.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank's Board Committees:</b> <a href="#">Audit Committee (AuditCom).pdf</a></li> </ul>	
<b>Recommendation 3.3</b>			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	<p>The Corporate Governance and Compensation Committee (CGCCom) supports the Board in fulfilling its corporate governance responsibilities and in overseeing the implementation of our Compliance System. Among the committee's responsibilities is to establish a formal and transparent procedure in determining the remuneration of directors and officers consistent with our culture, strategy, business environment and industry practice.</p> <p>The Bank has a separate Nominations Committee which is a board-level committee that evaluates the qualifications of all persons nominated to the Board. It also scrutinizes the eligibility of persons nominated to other positions that require the Board's approval. It is also composed entirely of Independent Directors, including the Chairperson.</p> <ul style="list-style-type: none"> <li>• <b>Board Committees pp. 50-52, Annexes 3-12</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=50</a></li> <li>• <b>Metrobank Board Committee Charters</b> <a href="#">Board Committees</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></li> </ul>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	COMPLIANT	<p>The Corporate Governance and Compensation Committee (CGCCom) is fully composed of independent directors, including the committee chairperson.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">CGCCom</a></li> <li>• <b>Corporate Governance and Compensation Committee p.51; Annex 5</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=51</a></li> </ul>	
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	<p>Director Angelica H. Lavares, Chairperson of the Corporate Governance and Compensation Committee (CGCC) is an Independent Director.</p> <p>Director Angelica H. Lavares profile can be found through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">CGCCom</a></li> <li>• <b>Metrobank Website: About Us – Board of Directors' Profile</b></li> <li>• <b>Directors and Executive Officers</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=18</a></li> <li>• <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=53</a></li> </ul>	
<b>Optional: Recommendation 3.3</b>			
1. Corporate Governance Committee meet at least twice during the year.	COMPLIANT	<p>The Corporate Governance and Compensation Committee convened for five (5) meetings during 2025. All members were present for all these meetings, demonstrating active engagement in the Bank's governance framework. Detailed minutes for each session have been maintained to provide a formal record of the Committee's review and approval processes.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> <li>• <b>Board Committees, p.53</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=53</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 3.4</b>			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>	COMPLIANT	<p>The Risk Oversight Committee (ROC), as the extension of the Board of Directors (BOD), provides oversight on the credit, market, liquidity, operations, legal and other risks taken throughout the Bank, initially and Group-wide, subsequently.</p> <p>The BOD has the ultimate overall authority and responsibility for corporate risk management. By virtue of its approval of the Bank's strategic plans, the BOD effectively approves the ways and means by which the plans are carried out, including the risk stance to be adopted.</p> <p>Information on ROC can be accessed on the Bank's website through the following links:</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></li> <li>• <b>Risk Oversight Committee p.52; Annex 11</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=52</a></li> <li>• <b>Metrobank Board Committees: <a href="#">Risk Oversight Committee</a></b></li> </ul>	
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	COMPLIANT	<p>The Risk Oversight Committee (ROC) develops and oversees how the Bank, its subsidiaries and affiliates, and trust-banking arm strictly follow the risk management framework. It is steered by three (3) NEDs, majority of whom are IDs, including the Chairperson. The committee members are experts in risk management and have a deep understanding of the Bank's risk exposures.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></li> <li>• <b>Risk Oversight Committee</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=52</a> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=55</a></li> <li>• <b>Metrobank Board Committees: <a href="#">Risk Oversight Committee</a></b></li> </ul>	
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	COMPLIANT	<p>Director Marcelo C. Fernando, Jr, an Independent Director, is the Chairman of the Risk Oversight Committee (ROC) for 2025. He is not the Chairman of the Board or of any other committee.</p> <p>ROC Chairman's information can be accessed through the following links:</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> <li>• <b>Risk Oversight Committee p.55</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=55</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• <b>Directors and Executive Officers, p.53</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=53</a></li> <li>• <b>Metrobank Website: About Us – Board of Directors' Profile</b></li> </ul>	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	<p>The Bank's ROC is composed of directors who possess the technical competence required to oversee a complex risk landscape. All members provide a robust blend of local banking expertise and international corporate governance experience. Their collective experience ensures that the Board's definition of "risk appetite" is grounded in quantitative analysis and rigorous market insight.</p> <ul style="list-style-type: none"> <li>• <b>Directors and Executive Officers</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=49</a> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=79</a> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=18</a></li> <li>• <b>Metrobank Website: About Us – Board of Directors' Profile</b></li> </ul>	
<b>Recommendation 3.5</b>			
1. Board establishes a Related party Transaction (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	COMPLIANT	<p>Related Party Transactions Committee (RPTC) is a board-level committee tasked to ensure that Bank's transactions with related parties are reviewed to assess risks and are subject to appropriate restrictions to ensure that such are conducted at arm's-length terms and that corporate and business resource of the Bank are not misappropriated or misapplied.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></li> <li>• <b>Related Party Transactions Committee p. 52; Annex 10</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=52</a></li> <li>• <b>Metrobank Board Committees: Related Party Transactions Committee</b></li> </ul>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman	COMPLIANT	<p>RPTC membership is composed of three (3) independent directors, including the chairman.</p> <ul style="list-style-type: none"> <li>• <b>Related Party Transactions Committee</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=52</a> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=54</a></li> <li>• <b>Metrobank Board Committees: Related Party Transactions Committee</b></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 3.6</b>			
1. All established committees have a committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	<p>The Bank ensures that all board-level committees operate under formal charters that include detailed responsibility statements and operational guidelines.</p> <p>These charters serve as the primary reference for the annual performance assessment of each committee, ensuring that evaluations are evidence-based and aligned with mandated duties. Performance assessment rating standards are embedded in each charter.</p>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	Charters are updated periodically and made available for public review to maintain transparency in our practices.	
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	<ul style="list-style-type: none"> <li>• <b>Board Committee Charters p. 77; Annexes 3-12</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=77</a></li> <li>• <b>Metrobank Board Committee Charters</b> <a href="#">Board Committees</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></li> </ul>	
<p><b>Principle 4:</b> To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.</p>			
<b>Recommendation 4</b>			
1. The Directors attend and actively participate in all meetings of the Board. Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	<p>The Board's dedication to its oversight functions is evidenced by its consistent attendance and active participation. In 2025, the Board convened for thirteen (13) meetings with near-perfect attendance across the body. Reflecting a deep commitment to the Bank's strategic governance.</p> <p>In compliance with BSP and SEC guidelines, the Bank utilizes secure teleconferencing and videoconferencing platforms to facilitate seamless participation, ensuring that all directors remain fully informed and engaged regardless of their physical location.</p> <ul style="list-style-type: none"> <li>• <b>Board Meetings</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=52</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• <b>Conduct of Board Meetings and Quorum Requirements, p. 24</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=24</a></li> </ul>	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	<p>To facilitate informed and focused deliberations, the Corporate Secretary ensures that Board members receive all required meeting materials at least five (5) days prior to the meeting, whenever practicable, with access provided through the Bank's intranet.</p> <ul style="list-style-type: none"> <li>• <b>Conduct of Board Meetings and Quorum Requirements, p.24</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=24</a></li> <li>• <b>Board Meetings</b>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a>  <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=52</a></li> </ul>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<p>As stated in the Bank's CGM, the directors are expected to attend and actively participate in all meetings of the Board, Board committees and shareholders. This includes reviewing meeting materials in advance and, when appropriate asking relevant questions or seeking clarifications and explanations during deliberations.</p> <p>The Board and committee meeting minutes documented member deliberations on presented transactions, including questions and clarifications sought during the meeting.</p> <p>The minutes of Board and Committee meetings reflect members' discussions on matters presented, including questions raised and clarifications requested during the meetings.</p> <p>Due to the confidentiality nature of Board and Committee meetings, no supporting documents shall be provided.</p> <ul style="list-style-type: none"> <li>• <b>Conduct of Board Meetings and Quorum Requirements, p.24</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=24</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/ views, and oversee the long-term strategy of the company.	COMPLIANT	<p>The Bank has a policy on multiple board seats to ensure that directors can provide undivided attention to their fiduciary oversight. Our framework limits the number of directorships in publicly-listed companies to five (5), in line with SEC and BSP best practices. This limit is rigorously monitored by the Corporate Governance and Compensation Committee during the annual nomination process.</p> <p>Furthermore, directors are required to declare any new appointments, allowing the Board to continuously assess the capacity of its members to fulfill their responsibilities to the Bank.</p>	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	<p>None of the Bank's directors serve in more than five (5) publicly-listed companies.</p> <ul style="list-style-type: none"> <li>• <b>Multiple Board Seats p.42</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=42</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=79</a></li> <li>• <b>Metrobank Website: About Us – Board of Directors' Profile</b></li> <li>• <b>Directors and Executive Officers p.18</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=18</a></li> </ul>	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	COMPLIANT	<p>The Bank does not have any Executive Director/s who serve in more than two (2) boards of listed companies outside of the group.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> <li>• <b>Metrobank Website: About Us – Board of Directors' Profile</b></li> </ul>	
2. Company schedules boards of directors' meetings before the start of the financial year.	COMPLIANT	<p>In accordance with the Bank's By-laws, regular meetings are held every second Wednesday of each month. Special meetings may be convened at any time, either by the Chairman or, in his absence, the Vice Chairman, or pursuant to the written request of any four (4) directors.</p> <ul style="list-style-type: none"> <li>• <b>Conduct of Meeting</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a></li> </ul>	
3. Board of directors meet at least six times during the year.	COMPLIANT	<p>In 2025, the Board held a total of thirteen (13) meetings.</p> <ul style="list-style-type: none"> <li>• <b>Board Meetings</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=52</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			
The Board has at least 3 independent directors or such number as to constitute one-third.	COMPLIANT	<p>The Bank maintains a Board of twelve (12) members, characterized by a strong majority of Non-Executive Directors (10 out of 12). This structure facilitates an environment of objective challenge and effective oversight. With five (5) Independent Directors and active female representation, the Board possesses a rich diversity of thought and professional background.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a></li> <li>• <b>Composition of the Board p.8</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=8</a></li> <li>• <b>Metrobank Website: About Us – Board of Directors' Profile</b></li> <li>• <b>Directors and Executive Officers p.18</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=18</a></li> </ul>	
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualification and none of the disqualification to hold the positions.	COMPLIANT	<p>The Bank's Independent Directors possess all the qualifications and none of the disqualification to become part of the Board.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a></li> <li>• <b>Metrobank Website: About Us – Board of Directors' Profile</b></li> <li>• <b>Directors and Executive Officers, p.18</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=18</a></li> </ul>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	COMPLIANT	<p>In accordance with the corporate governance guidelines, the Bank has no agreements or arrangements in place that could compromise the independent voting rights of its directors.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012)	COMPLIANT	Reckoned from 2012 election, none of the independent directors have reached the maximum cumulative term of more than nine years. <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> <li>• <a href="#">Metrobank Website: About Us – Board of Directors' Profile</a></li> <li>• <a href="#">Term Limit and Policies on Directorships, p.55</a></li> <li>• <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=55</a></li> </ul>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT	Per Bank's CGM, independent directors may serve for a minimum cumulative term of nine (9) years. After which, the independent director shall be perpetually barred for serving such, but may continue to serve as a regular director. <ul style="list-style-type: none"> <li>• <a href="#">Term Limits of Independent Director, p.28</a></li> <li>• <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=28</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> <li>• <a href="#">2025 Definitive Information Statement (SEC Form 20-IS or DIS) p.55</a></li> </ul>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	COMPLIANT	No directors have exceeded any of the prescribed limits in 2025. <p>The information on the tenure of the independent directors can be accessed through the following links:</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> <li>• <a href="#">Metrobank Website: About Us – Board of Directors' Profile</a></li> <li>• <a href="#">Term Limit and Policies on Directorships, p.55</a></li> <li>• <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=55</a></li> </ul>	
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	The Banks maintains a clear separation between the leadership of the Board and the management of the Bank's operations. The positions of Chairman to the Board and Chief	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	<p>Executive Officer (President) are held by separate individuals who are not related to one another.</p> <p>The Chairman, Mr. Arthur Ty, is a Non-Executive Director. His primary role is to lead the Board, ensure its effectiveness, and foster a culture of open constructive debate. The President, Mr. Fabian Dee, is an Executive Director, responsible for the day-to-day management of the Bank's business and the implementation of strategic objectives approved by the Board.</p> <p>The distinct roles and responsibilities for each position are clearly codified in the Bank's CGM to ensure an appropriate balance of power and increased accountability.</p> <ul style="list-style-type: none"> <li>• <b>The Chairman of the Board and the President p.47</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=47</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a></li> <li>• <b>Metrobank Amended By-Laws</b></li> <li>• <b>Metrobank Website: About Us – Board of Directors' Profile</b></li> </ul>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	COMPLIANT	<p>The Corporate Governance and Compensation Committee endorsed to the Board the appointment of Mr. Philip G. Soliven as Lead Independent Director among the independent directors. The Board approved his appointment on 18 August 2021.</p> <p>The policy on Lead Independent Director can be accessed through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Lead Independent Director p.27</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=27</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a></li> </ul>	
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	COMPLIANT	As codified in the Bank's CGM, any director with a material interest in a transaction affecting the corporation is mandated to disclose such interest and abstain from participating in any deliberations or voting regarding this matter. When potential conflict is identified, the concerned director is required to recuse themselves from the meeting during the discussion of that specific agenda item. All such disclosures and abstentions are formally recorded in the Minutes of the Meeting of the Board or the relevant Board-level committees.	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• <b>Specific Duties and Responsibilities of a Director p.28</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=28</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> </ul>	
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present	COMPLIANT	The Bank operationalizes a "check and balance" mechanism through scheduled executive sessions. The Lead Independent Director (LID) ensures that the External Auditor and the heads of Internal Audit, Compliance and Risk can speak with absolute candor. This practice is essential for the Board to obtain an unfiltered view of the Bank's risk profile and control effectiveness.	
2. The meetings are chaired by the lead independent director.	COMPLIANT	<p>In 2025, this session was conducted on 30 October 2025 and headed by LID, Mr. Philip G. Soliven. Their discussion focused on the latest industry trends and best practices related to artificial intelligence, the Risk Management Group's accomplishments and ongoing initiatives, the Internal Audit Group's action plan, and updates on ASEAN Corporate Governance Scorecard (ACGS).</p> <ul style="list-style-type: none"> <li>• <b>Executive Session of Non-Executive Directors</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=55</a></li> <li>• <b>Conduct of Board Meetings and Quorum Requirements</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=24</a></li> </ul>	
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	COMPLIANT	<p>Mr. Fabian S. Dee has remained the Bank's President/CEO since 2012. There is no Board member who is a former CEO of the Bank.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=79</a></li> <li>• <b>Metrobank Website: About Us – <a href="#">Board of Directors' Profile</a></b></li> </ul>	
<p><b>Principle 6:</b> The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.</p>			

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	<p>The Board, through the Corporate Governance and Compensation Committee, conducts an annual performance evaluation of the entire Board, Chairman, President, Board Committees, and Individual Directors. This appraisal is intended to improve board effectiveness so that directors can run meetings smoothly, process information better, acquire greater influence, and focus on the Bank's long-term prospects. By undergoing this evaluation process, the Board hopes its directors can improve their relationship with other members and carry out more open discussions with the Bank's management and officers. The Bank adopts an internal five-point self-rating system (with 5 = Strong as the highest and 1 = Critically Deficient as the lowest) to assess whether the Board adheres to the Bank's Code of Corporate Governance.</p> <ul style="list-style-type: none"> <li>• <b>Annual Self-Assessment, p.69</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=69</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=22</a></li> </ul>	
2. The Chairman conducts a self-assessment of his performance	COMPLIANT		
3. The individual members conduct a self-assessment of their performance.	COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	<p>The Board's performance assessment is supported by an independent external facilitator every three years. This practice ensures that our internal evaluation processes are validated against industry benchmarks and global best practices.</p> <p>For 2023 assessment cycle, the Bank engaged Reyes Tacandong &amp; Co. (R&amp;T) in February 2024 to conduct a second run of Board Effectiveness Review. The principal objective of the review was to provide an independent assessment of the effectiveness of the Board, Board Committees and Chairman of the Board, and the efficiency of the execution of the roles and responsibilities of the Board in conformance with the requirements of the SEC related to the Code of Corporate Governance for Publicly Listed Companies and requirements of the BSP for Board of Directors based on the Manual of Regulations for Banks. The findings and recommendations from the external facilitator were presented to the CGCCOM and the full Board, leading to the implementation of targeted enhancements in our governance frameworks.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=23</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 6.2</b>			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	<p>The Bank's CGM provides details on the criteria and process of the annual performance and self-assessment of the Board, individual directors and committees. Annually, the Board, its Committees, and individual directors undergo a formal assessment process. This includes evaluating the Board's collective performance and individual contributions.</p> <ul style="list-style-type: none"> <li>• <b>Annual Self-Assessment, pp. 69-70</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=69</a></li> </ul>	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	<p>The results of the annual performance self-assessment are disclosed in the Annual Report which is distributed to the shareholders and/or posted on the Bank's website that allows them for a feedback mechanism.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=23</a></li> </ul> <p>The Bank actively solicits shareholder input as a component of its performance review. This is facilitated through the Annual Stockholders' Meeting, where shareholders are encouraged to engage with the Board directly. Additionally, the Bank maintains an Investor Relations (IR) portal and a dedicated communication channel to allow shareholders to provide feedback on governance and performance throughout the year.</p> <ul style="list-style-type: none"> <li>• <b>Investor Relations/ Disclosure and Transparency</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a></li> <li>• <a href="#">Minutes of the Annual Stockholder's Meeting</a></li> </ul>	
<b>Principle 7:</b> Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and	COMPLIANT	The Board has adopted a comprehensive Code of Conduct and Ethics that serves as the moral compass for the entire organization. The Codes applies strictly to all members of the Board of Directors, Senior Management, and all employees, regardless of rank or status. Its sets clear expectation regarding the management of conflicts of interest, the protection of confidential information, the prohibition of bribery and corruption, and the promotion of a culture of transparency and fair dealing with clients and stakeholders.	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
practices in internal and external dealings of the company.		<ul style="list-style-type: none"> <li>• <a href="#">Code of Conduct and Ethics-Bank Directors</a></li> <li>• <a href="#">Code of Ethics-Employees</a></li> <li>• <b>Code of Conduct and Ethics pp. 63-64, Annex 14-15</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=63</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> </ul>	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	Each first-time director is provided with an orientation kit, which contains a copy of the Bank's Articles of Incorporation, By-Laws, Code of Conduct, Bank's CGM and applicable Board Committee Charters.	
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	<p>The Bank maintains and disseminates a Code of Conduct that defines expected behavior and ethical standards for all employees including the new hires. All employees participated in an e-learning session conducted by Metrobank Academy in June-August 2024, which reinforced their understanding of the Code and formally attested their commitment to upholding its principles. Another e-learning session and attestation are in the pipeline for 2026.</p> <p>The Codes latest version are accessible on the Bank's intranet and corporate governance webpage.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank</b> <a href="#">Code of Conduct and Ethics – Bank Directors</a></li> <li>• <b>Metrobank</b> <a href="#">Code of Ethics - Employees</a></li> <li>• <b>Code of Conduct and Ethics pp.63-64; Annex 14-15</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=63</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> </ul>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	COMPLIANT	<p>Metrobank is committed to be a responsible bank that adheres to the highest standards of corporate governance by exercising accountability, fairness, and transparency across all business operations.</p> <p>As such, the Bank adopts a more comprehensive Anti-Bribery and Corruption policy covering directors as well as employees. The policy ensures compliance with laws and regulations against bribery and corruption as well as principles for conducting business in accordance</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>with the highest possible standards of ethics, honesty, accountability and good governance. The policy also aims to mitigate reputational and legal risks that may arise from criminal or regulatory investigations.</p> <ul style="list-style-type: none"> <li>• <b>Anti-Bribery and Corruption Policy, p.67; Annex 19</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a></li> <li>• <a href="#">Metrobank Company Policies</a></li> </ul>	
<b>Recommendation 7.2</b>			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics</p>	COMPLIANT	<p>The Code of Conduct is discussed with the new employees of the Bank during their New Employee's Orientation. Employees have immediate access to the Code as it posted on the Insight Online under the Policies and Procedure.</p> <p>Regular advisories about the Code and standards of right behavior are shared during training and on various unit's meetings. This includes development of decision-making scenarios in various training programs incorporating the Code of Conduct.</p>	
<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	COMPLIANT	<p>Also, as an extension of the Board of Directors, the Audit Committee (AUDITCOM) assists the Board of Directors in fulfilling its statutory and fiduciary responsibilities, which include among others, ensuring compliance with Bank policies, and applicable laws, rules and regulations and code of conduct; ensuring adequate and effective internal controls.</p> <p>As part of the Internal Audit Charter, the IAG Head, in the discharge of his/her duties, is accountable to Management and the Audit Committee in providing annual assessment on the adequacy and effectiveness of the Bank's processes for controlling its operations and managing its risks in the areas set forth under the mission and scope of work.</p> <ul style="list-style-type: none"> <li>• <b>Code of Conduct and Ethics pp.63-64; Annex 14-15</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=63</a></li> <li>• <b>Metrobank Board Committees: <a href="#">Audit Committee</a></b></li> <li>• <b>Metrobank <a href="#">Code of Conduct and Ethics – Bank Directors</a></b></li> <li>• <b>Metrobank <a href="#">Code of Ethics - Employees</a></b></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION												
<b>Disclosure and Transparency</b>															
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.															
<b>Recommendation 8.1</b>															
<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that give a fair and complete picture of a company's financial condition, results and business operations.</p>	COMPLIANT	<p>The Bank strongly believes that providing relevant company information to its shareholders and other stakeholders is vital for their ability to make informed decisions. Relevant information such as financial reports, hold quarterly earnings calls, and engage in active dialogue with stakeholders through various channel such as media briefings and press conferences are regularly disclosed on the Bank's website.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Company Disclosures</b> <a href="https://www.metrobank.com.ph/about-us/company-disclosures">https://www.metrobank.com.ph/about-us/company-disclosures</a></li> <li>• <b>Metrobank Investor Relations</b> <a href="https://www.metrobank.com.ph/about-us/investor-relations">https://www.metrobank.com.ph/about-us/investor-relations</a></li> <li>• <b>Creditors Rights and Investor Relations/Disclosure and Transparency Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</b></li> </ul>													
<b>Supplement to Recommendation 8.1</b>															
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	COMPLIANT	<p>The Bank has submitted/published the consolidated/interim financial reports within the required period:</p> <p>Published Balance Sheet &amp; Consolidated Balance Sheet as of 31 December 2025: SEC 17-C (2025 AFS) – 19 February 2026 – 50 days</p> <p>2025 SEC 17-Q</p> <table border="1" data-bbox="806 1084 1619 1230"> <thead> <tr> <th>Quarter</th> <th>Date of Submission</th> <th>No. of Days</th> </tr> </thead> <tbody> <tr> <td>1<sup>st</sup> Qtr.</td> <td>30 April 2025</td> <td>30 days</td> </tr> <tr> <td>2<sup>nd</sup> Qtr.</td> <td>01 August 2025</td> <td>32 days</td> </tr> <tr> <td>3<sup>rd</sup> Qtr.</td> <td>04 November 2025</td> <td>35 days</td> </tr> </tbody> </table> <p>which are all posted on the Bank's website:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Company Disclosures</b> <a href="https://www.metrobank.com.ph/about-us/company-disclosures">https://www.metrobank.com.ph/about-us/company-disclosures</a></li> <li>• <b>Metrobank SEC Form 17-A (Annual Reports)</b> <a href="https://www.metrobank.com.ph/articles/about-us/regulatory-filings-sec17a">https://www.metrobank.com.ph/articles/about-us/regulatory-filings-sec17a</a></li> </ul>	Quarter	Date of Submission	No. of Days	1 <sup>st</sup> Qtr.	30 April 2025	30 days	2 <sup>nd</sup> Qtr.	01 August 2025	32 days	3 <sup>rd</sup> Qtr.	04 November 2025	35 days	
Quarter	Date of Submission	No. of Days													
1 <sup>st</sup> Qtr.	30 April 2025	30 days													
2 <sup>nd</sup> Qtr.	01 August 2025	32 days													
3 <sup>rd</sup> Qtr.	04 November 2025	35 days													

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• <b>Metrobank SEC Form 17-C (Current Reports)</b> <a href="https://www.metrobank.com.ph/articles/about-us/regulatory-filings-sec17c">https://www.metrobank.com.ph/articles/about-us/regulatory-filings-sec17c</a></li> <li>• <b>Metrobank SEC Form 17-Q (Quarterly Reports)</b> <a href="https://www.metrobank.com.ph/articles/about-us/regulatory-filings-sec17q">https://www.metrobank.com.ph/articles/about-us/regulatory-filings-sec17q</a></li> <li>• <b>Information Statements p.94</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=94</a></li> </ul>	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	COMPLIANT	<p>The Bank provides a full disclosure of its shareholdings structure in the Annual Report (SEC Form 17-A) and the Information Statement (SEC Form 20-IS). To mitigate risks associated with ownership concentration, the Bank has appointed Independent Directors and maintains a Related Party Transactions Committee to ensure all dealings are at arm's length. There are no complex cross-holdings among affiliates that distort the financial position. Furthermore, the Bank strictly adheres to a "one-share, one-vote" policy, ensuring that voting power is aligned with the economic interest of every shareholder, with no imbalances existing between controlling and minority positions.</p> <ul style="list-style-type: none"> <li>• <b>Security Ownership of Certain Record and Beneficial Owners and Management</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=61</a> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=16</a></li> </ul> <p>The Bank's controlling shareholders are disclosed in these links:</p> <ul style="list-style-type: none"> <li>• <b>Voting Securities and Principal Holders Thereof, pp. 15-18</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=15</a></li> <li>• <a href="#">Shareholding Structure</a></li> <li>• <a href="#">MBTC Top 100 Stockholders 2025</a></li> </ul>	
<b>Recommendation 8.2</b>			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	COMPLIANT	<p>The Bank dutifully complies with its Insider Trading Policy to uphold applicable laws and ensure the protection of its shareholders from individuals who may take advantage of information not readily available in the market. The policy calls for the disclosure of material, non-public information about any of the companies within the Metrobank Group or any partner on a need-to-know basis, based on a legitimate business agenda.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>2. Company has a policy requiring all officers to disclose/report to the company's shares within three business days.</p>	<p>COMPLIANT</p>	<p>The policy prohibits trading during blackout periods by specific individuals which include all directors and specific employees within the Metrobank Group and their immediate family members residing in the same household; and corporations, other entities, and funds subject to their influence or control. It compels the reporting insiders to disclose their respective beneficial ownership of listed shares of stock in their various companies, if any, and report any changes on the next trading day following the date of the change, as per SEC and the Philippine Stock Exchange (PSE) requirements.</p> <ul style="list-style-type: none"> <li>• <b>Insider Trading Policy</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a></li> <li>• <b>Policy on Insider Trading p. 67; Annex 18</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a></li> <li>• <b>Policy on Insider Trading</b> <a href="#">Metrobank Company Policies</a></li> </ul>	
<b>Supplement to Recommendation 8.2</b>			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>COMPLIANT</p>	<p>The Bank complies with the disclosure requirements regarding the trading of its shares by directors, officers, and the controlling shareholders. In accordance with the Securities Regulation Code, any changes in the beneficial ownership of shares by these parties are reported to the SEC and the PSE via SEC Form 23-B within the prescribed period.</p> <p>The Bank's Insider Trading Policy also imposes a "Blackout Period" around the release of material non-public information, during which convened individuals are prohibited from trading in the corporation's shares.</p> <ul style="list-style-type: none"> <li>• <b>Voting Securities and Principal Holders Thereof, pp.15-18</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=15</a></li> <li>• <b>Insider Trading Policy</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a></li> <li>• <a href="#">MBTC Top 100 Stockholders 2025</a></li> <li>• <a href="#">2025 Metrobank General Information Sheet</a></li> <li>• <b>Metrobank's Organizational Chart, Conglomerate Map, and Shareholding Structure</b> <a href="https://www.metrobank.com.ph/articles/about-us/org-chart">https://www.metrobank.com.ph/articles/about-us/org-chart</a></li> <li>• <b>Security Ownership of Management, p.62</b></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=62</a> <ul style="list-style-type: none"> <li>• <b>Map Showing the Relationship Between and Among Related Entities</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=244</a></li> </ul>	
<b>Recommendation 8.3</b>			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgement.</p>	COMPLIANT	<p>All relevant and material information of the Bank's directors are disclosed and made available to the public through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Board of Directors Profile</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=79</a></li> <li>• <b>Bank's Website: About Us – Board of Directors' Profile</b></li> <li>• <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=18</a></li> <li>• <b>Directors and Executive Officers p.51</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=51</a></li> </ul>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualification, and assess any potential conflicts of interest that might affect their judgement</p>	COMPLIANT	<p>All relevant and material information of the Bank's key officers are disclosed and made available to the public through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Bank's Website: About Us</b> <a href="https://www.metrobank.com.ph/articles/about-us/our-people">https://www.metrobank.com.ph/articles/about-us/our-people</a></li> <li>• <b>Directors and Executive Officers</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=54</a> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=22</a></li> </ul>	
<b>Recommendation 8.4</b>			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	COMPLIANT	<p>The Director's Compensation Policy can be accessed by our stakeholders through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Directors' Remuneration Structure</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=23</a></li> <li>• <b>Compensation of Directors and Executive Officer p.29</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=29</a></li> <li>• <b>Compensation Policy, pp. 66</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=66</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	COMPLIANT	<p>The Executive and Employee Compensation policy can be accessed by our stakeholders on the Bank's website through the following links:</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=23</a></li> <li>• <b>Compensation of Directors and Executive Officers p.29</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=29</a></li> <li>• <a href="#">Metrobank Company Policies</a></li> </ul>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	COMPLIANT	<p>The Bank discloses information on its directors and executive based on the existing disclosure rules of the SEC and PSE, while respecting individual executive's right to data privacy.</p> <p>In line with the above explanation, the Bank discloses annual remuneration of its directors and executive officers in the aggregate.</p> <p>It also provides the components of such remuneration and can be accessed through the Bank's website:</p> <ul style="list-style-type: none"> <li>• <b>Compensation of Directors and Executive Officers</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=29</a> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=23</a></li> </ul> <p>The retirement and termination provisions can be found in the Bank's CGM posted on the website.</p> <ul style="list-style-type: none"> <li>• <b>Retirement Policy of Directors p.31</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=31</a></li> <li>• <b>Disqualifications and Watch listing of Directors and Officers, pp.32-40</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=32</a></li> </ul>	
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance	COMPLIANT	As provided in the Bank's CGM, the Bank has adopted a policy on related party transactions where transactions with related parties are reviewed by either the Related Party Transactions Management Committee, a management-level committee composed of senior officers, or the Related Party Transactions Committee, a Board-level committee composed of independent directors, depending on the materiality thresholds set by the Bank.	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• <b>Related Party Transactions pp.67; Annex 17</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> <li>• <a href="#">Metrobank Company Policies</a></li> </ul>	
2. Company discloses material or significant RPTs reviewed and approved during the year	COMPLIANT	<p>Significant RPTs are disclosed in the Item 12 – Certain Relationships and Related Transactions and Note 32 – Related Party Transactions of the 2025 Audited Financial Statements as reported in the SEC Form 17-A for the year ended 31 December 2025 and can be accessed through this link:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank SEC Form 17A (Annual Report) as of 31 December 2025 (p.63; Exhibit 4: 2025 AFS (Note 32) pp.214–226)</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=63</a></li> </ul>	
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interest.	COMPLIANT	<p>Directors are required to provide their biographical data and disclose any probable conflict of interests which are part and parcel of the assessment and nomination process for directors.</p> <p>At the onset of review of a related party transaction, a director with interest in the particular transaction or any other conflict of interest should disclose such and should abstain from participating in the deliberation of the particular transaction.</p> <ul style="list-style-type: none"> <li>• <b>Related Party Transactions pp.67; Annex 17</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a></li> <li>• <b>Related Party Policy</b> <a href="#">Metrobank Company Policies</a> <b>Related Party Transactions</b></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Optional: Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	COMPLIANT	<p>The Bank ensures that all RPTs are conducted at arm's length and on terms that are no more favorable than those offered to unrelated parties under similar circumstances. This fairness standard is institutionalized through a Board-approved RPT policy.</p> <ul style="list-style-type: none"> <li>• <b>Related Party Transactions pp.67; Annex 17</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a></li> <li>• <b>Related Party Policy</b> <a href="#">Metrobank Company Policies</a></li> <li>• <b>Related Party Transactions</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> </ul>	
<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	COMPLIANT	<p>Material facts or events are properly disclosed in accordance with PSE &amp; SEC rules on disclosure and posted on the Bank's website. All material disclosures are simultaneously posted on the Bank's Investor Relations website to ensure broad and non-discriminatory access to information.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Disclosures</b> <a href="https://www.metrobank.com.ph/about-us/company-disclosures">https://www.metrobank.com.ph/about-us/company-disclosures</a></li> <li>• <b>PSE Edge</b> <a href="https://edge.pse.com.ph/companyInformation/form.do?cmpr_id=128">https://edge.pse.com.ph/companyInformation/form.do?cmpr_id=128</a></li> <li>• <b>Investor Relations</b> <a href="https://www.metrobank.com.ph/about-us/investor-relations">https://www.metrobank.com.ph/about-us/investor-relations</a></li> <li>• <b>Investor Relations/Disclosure and Transparency</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a></li> </ul>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets	<i>Not applicable</i>	<p>While there were no acquisitions or disposals of significant assets that reached the materiality threshold for the reporting period, the Bank has standing policy and procedural framework in place to ensure price fairness.</p> <p>The Bank's Corporate Governance Manual mandates that the Board appoint an independent party to evaluate the fairness of transaction price for asset acquisitions or disposal. If the</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>acquisition or disposal is an RPT, the rules and procedures under the RPT policy shall apply. The fair values of the transaction prices are determined through appraisal reports from internal and/or independent appraisers, external brokers and market surveys.</p> <ul style="list-style-type: none"> <li>• <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdfpage=64</a></li> </ul>	
<b>Supplement to Recommendation 8.6</b>			
<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership and strategic direction of the company.</p>	COMPLIANT	<p>In accordance with the corporate governance guidelines, the Bank has no agreements or arrangements in place that could compromise the independent voting rights of its directors.</p> <ul style="list-style-type: none"> <li>• <b>Meeting Quorum</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=21</a></li> </ul>	
<b>Recommendation 8.7</b>			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG)</p>	COMPLIANT	<p>The Bank's CGM is posted on the Bank's website and can be accessed through this link:</p> <ul style="list-style-type: none"> <li>• <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf</a></li> </ul>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	COMPLIANT	<p>In 2025, the Bank's CGM was submitted to SEC and PSE on 27 March 2025.</p>	
<p>3. Company's MCG is posted on its company website.</p>	COMPLIANT	<ul style="list-style-type: none"> <li>• <b>PSE Edge:</b> <a href="#">Other SEC Forms, Reports and Requirements</a></li> </ul>	
<b>Supplement to Recommendation 8.7</b>			
<p>1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices</p>	COMPLIANT		

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information: i. Corporate Objectives	COMPLIANT	<ul style="list-style-type: none"> <li>Plans for 2026 <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=42</a></li> <li>Our Strategic Pillars <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=9</a></li> </ul>	
ii. Financial performance indicators	COMPLIANT	<p><b>2025 Annual and Sustainability Report</b></p> <ul style="list-style-type: none"> <li><a href="#">Summary of Financial statements p. 12</a></li> <li><a href="#">Financial Highlights p. 11</a></li> <li><a href="#">Chairman's Message p.5</a></li> <li><a href="#">President's Report p.7</a></li> </ul> <p>Bank's Annual Report can be accessed through the following links:</p> <ul style="list-style-type: none"> <li><a href="#">Metrobank 2025 SEC-17a Annual Report.pdf</a></li> <li><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf</a></li> </ul>	
iii. Non-financial performance indicators	COMPLIANT	<p><b>2025 Annual Report and Sustainability Report</b></p> <ul style="list-style-type: none"> <li><a href="#">Chairman's Message p.5</a></li> <li><a href="#">President's Report p.7</a></li> <li><a href="#">Financial Highlights p. 11</a></li> <li><a href="#">Employee Demographics p. 62</a></li> <li><a href="#">Community Relations p. 69</a></li> <li><a href="#">Domestic Subsidiaries p.3</a></li> <li><a href="#">Sustainability Report p. 37</a></li> </ul>	
iv. Dividend Policy	COMPLIANT	<ul style="list-style-type: none"> <li>Dividend Policy <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=65</a> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a> <a href="#">Company Disclosures</a></li> </ul>	
v. Biographical details (at least age, academic qualifications, date of first appointment,	COMPLIANT	<ul style="list-style-type: none"> <li>Directors and Executive Officers <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=49</a> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=79</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
relevant experience, and other directorships in listed companies) of all directors			
vi. Attendance details of each director in all directors' meetings held during the year	COMPLIANT	<ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=22</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> </ul>	
vii. Total remuneration of each member of the board of directors	COMPLIANT	Summary of Compensation Table can be accessed in SEC Form 17-A posted on the Bank's website through this link: <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=59</a></li> </ul>	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	COMPLIANT	The Bank has complied with all the material provisions of the manual in 2025. <ul style="list-style-type: none"> <li>• <b>Corporate Governance Manual</b></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=24</a></li> <li>• <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=71</a></li> </ul>	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	COMPLIANT	<b>2025 ANNUAL REPORT: Material Risks</b> <ul style="list-style-type: none"> <li>• Credit Risk</li> <li>• Credit Concentration Risk</li> <li>• Market Risk</li> <li>• Interest Rate Risk in the Banking Book</li> <li>• Liquidity Risk</li> <li>• Operational Risk</li> <li>• Technology Risk</li> <li>• Compliance and Regulatory Risk</li> <li>• Reputational Risk</li> <li>• Strategic Risk</li> <li>• Contagion Risk</li> <li>• Sustainability and Climate Risk</li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=29</a>	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/ risk management systems.	COMPLIANT	<p>Based on the Committee's accomplishments, representation from the Bank Management, External Auditor's unqualified opinion on the financial statements, and the Chief Audit Executive's overall satisfactory assessment on the adequacy and effectiveness of the Bank's internal controls, risk management, and governance processes, the Audit Committee concludes that the business risks and emerging threats are effectively identified, measured and managed.</p> <ul style="list-style-type: none"> <li>• <b>Audit Committee Report to the Board of Directors</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=32</a></li> </ul>	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, and economic).	COMPLIANT	<p>Various risks may affect our lending activities, treasury operations, and extensive client network. As a Domestic Systemically Important Bank (D-SIB), we mitigate these risks to maintain the stability of the financial system and support the economy. While we acknowledge the infeasibility of eliminating risk, we only take calculated risks within our capacity, and that can help us grow.</p> <p>Metrobank remains vigilant to risks that may emerge across our business operations and is proactive in addressing potential issues.</p> <p>The following are some of the material risks the Bank faces and the strategies for managing the same. Supplemental discussions and disclosures are likewise found under Note 4 of the accompanying 2025 Audited Financial Statements (AFS).</p> <ul style="list-style-type: none"> <li>• Credit Risk</li> <li>• Credit Concentration Risk</li> <li>• Market Risk</li> <li>• Interest Rate Risk in the Banking Book</li> <li>• Liquidity Risk</li> <li>• Operational Risk</li> <li>• Technology Risk</li> <li>• Compliance and Regulatory Risk</li> <li>• Reputational Risk</li> <li>• Strategic Risk</li> <li>• Contagion Risk</li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>Sustainability and Climate Risk</li> <li><b>Overview of Risks in our Business</b>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=29</a></li> </ul>	
<p><b>Principle 9:</b> The company should establish standards for the appropriate selection of an external auditor and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.</p>			
<p><b>Recommendation 9.1</b></p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal and fees of the external auditors.</p>	<p>COMPLIANT</p>	<p>As stated in the Charter (Duties and Responsibilities 1.a), the Audit Committee shall be responsible for recommending the appointment/ selection, re-appointment and dismissal of the independent external auditor based on fair and transparent criteria.</p> <p>i. The recommendation should be approved by the Board and ratified by the shareholders;</p> <p>v. If the external auditor resigns or communicates an intention to resign, the Audit Committee should follow up the reasons/explanations giving rise to such resignation, and should consider whether it needs to take any action in response to those reasons. For removal of the external auditor, the reasons for removal or change should be disclosed to the regulators and the public through the company website and required disclosures;</p> <p><b><u>Under Duties and Responsibilities</u></b></p> <p><b>1.e</b> The Audit Committee shall set compensation of the external auditor in relation to the scope of its duties upon recommendation of Controller, and ensure coordination where more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts.</p> <p><b>1.h</b> The Audit Committee shall evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the total annual income of the external auditor and in relation to the Bank's total expenditure on consultancy and disallow any non-audit work that will conflict with or pose a threat to the independence of the external auditor. The non-audit work, if allowed, should be disclosed in the Annual Report and Annual Corporate Governance Report.</p> <ul style="list-style-type: none"> <li><b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>2. The appointment, reappointment, removal and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	COMPLIANT	<p><b><u>Board Resolution No. 004-MBTC-SH-2025</u></b></p> <p>At the Annual Stockholder's Meeting of Metrobank held on 23 April 2025 at which a majority was present and acting throughout, the following resolution was approved:</p> <p>"Resolved, that, as recommended by the Audit Committee and approved by the Board of Directors, SGV &amp; Co. is hereby appointed as the External Auditors of Metrobank for the year 2025."</p> <p>(97% of shareholders virtually present and represented voted in favor, 3% voted against while none abstained to retain SGV &amp; Co. as the Bank's external auditor for the year 2025.)</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Minutes of All General and Special Stockholders' Meetings</b> <a href="#">Minutes of the Annual Stockholders Meeting 2025</a></li> </ul>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	COMPLIANT	<p>There was no case or incident of removal or change of external auditor in 2025.</p> <p>As stated in the Audit Committee Charter under Duties and Responsibilities 1.a.v: If the external auditor resigns or communicates an intention to resign, the Audit Committee should follow up the reasons or explanations giving rise to such resignation, and should consider whether it needs to take any action in response to those reasons. For removal of the external auditor, the reasons for removal or change should be disclosed to the regulators and the public through the company website and required disclosures.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul>	
<b>Supplement to Recommendation 9.1</b>			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	COMPLIANT	<p>SGV has been the external auditors of the Bank since 1962. In compliance with the revised SRC Rule 68 (3) (b) (ix), the signing partners are rotated after every five years reckoned from the year 2002 (increased to seven cumulative years effective August 2019 per Professional Regulatory Board of Accountancy Resolution No. 53, Series of 2019).</p> <ul style="list-style-type: none"> <li>• <b>Information in Independent Accountant</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=47</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 9.2</b>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	COMPLIANT	<p>As stated in the Audit Committee Charter, under Duties and Responsibilities 1.n.iv, the Audit Committee assesses and monitors the integrity, independence and objectivity of external auditor, and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	COMPLIANT	<p>Audit Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis, is stated in the Audit Committee Charter under Duties and Responsibilities 1.n.iv.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul>	
<b>Supplement to Recommendation 9.2</b>			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions</p>	COMPLIANT	<p>To ensure that external auditors are credible and competent, the Audit Committee reviews and monitors the overall suitability and effectiveness and conducts regular performance appraisal of external auditors.</p> <p>Said responsibility is stated under Duties and Responsibilities section 1.n. of the Audit Committee Charter.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Audit Committee ensures that the external auditor has adequate quality control procedures	COMPLIANT	<p>To ensure that external auditor has adequate quality control procedures, it is part of Audit Committee's responsibility to review and monitor the overall suitability and effectiveness and conduct regular performance appraisal of external auditors.</p> <p>Said provision is stated under Duties and Responsibilities section 1.n of the Audit Committee Charter.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul>	
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	<p><b>Audit Committee Report to the Board of Directors</b></p> <p>Exercised effective oversight of external audit function as the Committee assessed and approved the reappointment of SyCip Gorres Velayo &amp; Co. (SGV), as the Bank's external auditor for 2025; ensured the external auditor's independence and objectivity for both assurance and non-assurance services rendered to the controlled entities of the Bank; discussed and agreed to the terms of the audit engagement, services, and fees; reviewed and approved all non-audit services and related fees to ensure that there is no conflict to independence; reviewed and approved the audit engagement plan, approach and scope of work; assessed the quality of work performed through the review of the results of audit and recommendations in the External Auditor's Management Letter of Observations/Comments, and the action plans of Management on reported observations, including monitoring of disposition and status of corrective actions.</p> <ul style="list-style-type: none"> <li>• <b>Audit Committee Report to the Board of Directors</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=32</a></li> </ul>	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	As provided in the Audit Committee Charter under Duties and Responsibilities section 1.h: The Audit Committee shall evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the total annual income of the external auditor and in relation to the Bank's total expenditure on consultancy and disallow any non-audit work that will conflict with or pose a threat to the independence of the of the external auditor. The non-audit work, if allowed, should be disclosed in the Annual Report and Annual Corporate Governance Report.	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> <li>• <b>Audit Committee report to the Board of Directors</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=32</a></li> </ul>	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services	COMPLIANT	<p>Non-audit fees did not outweigh the fees paid for audit services.</p> <ul style="list-style-type: none"> <li>• <b>Information on Independent Accountant</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=47</a></li> </ul>	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	COMPLIANT	<p>Audit Partner: Ms. Janet A. Paraiso SEC Partner Accreditation No. 92305-SEC (Group A) Valid to cover audit of 2021 to 2025 financial statements</p> <p>Auditing Firm: SyCip Gorres Velayo &amp; Co SEC Firm Accreditation No. 0001-SEC (Group A) Valid to cover audit of 2021 to 2025 financial statements</p> <p>Both SGV and Ms. Paraiso have an SEC accreditation of "A".</p> <p>Information can be accessed through this link:</p> <ul style="list-style-type: none"> <li>• <b>SGV Report</b> <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=91</a></li> </ul>	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	COMPLIANT	As advised by external auditor, SyCip Gorres Velayo & Co. (SGV) was subjected to SOAR inspection last 4-22 August 2025, and the names of the members of the engagement team were provided by SGV to the SEC during the SOAR inspection.	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	<p>The Bank published a separate <a href="#">Sustainability Report</a> to ensure transparent reporting of the company's EESG performance. The Bank conducts an annual materiality exercise to identify ESG issues that significantly impact our stakeholders and business operations. The report was prepared with reference to Global Reporting Initiative (GRI) Standards, supporting comprehensive reporting on economic, environmental, and social impact; and guided by leading global and local sustainability reporting frameworks, including:</p> <ul style="list-style-type: none"> <li>• International Financial Reporting Standards (IFRS) S1 and S2, providing a global baseline for sustainability related and climate-related financial disclosures;</li> <li>• Task Force on Climate-related Financial Disclosures (TCFD) recommendations, strengthening governance, risk, and strategy transparency;</li> <li>• Sustainability Accounting Standards Board (SASB) standards, ensuring industry-specific and decision useful disclosures; SEC sustainability reporting requirements, ensuring alignment with national regulatory expectations; and</li> <li>• BSP regulations and sustainable finance guidelines, reinforcing responsible banking practices and risk oversight.</li> </ul> <p>The Corporate Governance and Compensation Committee is tasked with reviewing and approving the report to ensure alignment with the company's long-term value creation.</p> <ul style="list-style-type: none"> <li>• <b>Sustainability Reporting</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=71</a></li> </ul>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT		
<b>Principle 11:</b> The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
<b>Recommendation 11.1</b>			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	COMPLIANT	<p>The Investor Relations Department serves as the resource for shareholders, equity and financial analysts, rating agencies, regulators and the media to appreciate the Bank's business, recent performance and significant developments.</p> <p>For timely and accurate communication with our shareholders, we publish regular financial reports, hold quarterly earnings calls, and engage in active dialogue with investors through</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>various channels such as media briefings and press conferences. Our website also provides easy access to important information and documents.</p> <p>Information can be accessed on the Bank's website through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank <a href="#">Investor Relations Program</a></b></li> <li>• <b>Investor Relations/Disclosure and Transparency <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a></b></li> </ul>	
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:			
a. Financial statements/reports (latest quarterly)	COMPLIANT	<ul style="list-style-type: none"> <li>• <b>Metrobank SEC Form 17-A (Annual Reports) <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=46</a></b></li> <li>• <b>Metrobank SEC Form 17-Q (Quarterly Reports) <a href="https://www.metrobank.com.ph/articles/about-us/regulatory-filings-sec17q">https://www.metrobank.com.ph/articles/about-us/regulatory-filings-sec17q</a></b></li> </ul>	
b. Materials provided in briefings to analyst and media	COMPLIANT	<ul style="list-style-type: none"> <li>• <b>Metrobank <a href="#">Investor Relations Program</a></b></li> </ul>	
c. Downloadable annual report	COMPLIANT	<ul style="list-style-type: none"> <li>• <b><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf</a></b></li> <li>• <b><a href="#">Metrobank 2025 SEC-17a Annual Report.pdf</a></b></li> </ul>	
d. Notice of ASM and/or SSM	COMPLIANT	<ul style="list-style-type: none"> <li>• <b>Metrobank Announcements of General and Special Stockholders' Meetings <a href="#">2026 Notice of Annual Stockholders Meeting</a></b></li> </ul>	
e. Minutes of ASM and/or SSM	COMPLIANT	<ul style="list-style-type: none"> <li>• <b>Metrobank Minutes of All General and Special Stockholders' Meetings <a href="#">2025 Minutes of the Annual Stockholders Meeting</a></b></li> </ul>	
f. Company's Articles of Incorporation and By-laws	COMPLIANT	<p>Information can be accessed through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank <a href="#">Articles of Incorporation</a></b></li> <li>• <b>Metrobank Amended <a href="#">By-Laws</a></b></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	COMPLIANT	<p>Yes. The Bank is compliant with the SEC-prescribed website template.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Website</b> <a href="https://www.metrobank.com.ph/about-us">https://www.metrobank.com.ph/about-us</a></li> </ul>	
<b>Internal Control System and Risk Management Framework</b>			
<b>Principle 12:</b> To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
<b>Recommendation 12.1</b>			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	<p>The Bank maintains a comprehensive and integrated internal control system designed to safeguard assets, ensure the integrity of financial reporting, and promote operational efficiency. Our Board sets a strong "tone at the top" through the Code of Conduct and regular ethics training. The Internal Audit Group conducts independent reviews of the control environment and report directly to the Audit Committee.</p> <p>For 2025, the Board, through the Audit Committee, concludes that the business risks and emerging threats are effectively identified, measured and managed.</p> <ul style="list-style-type: none"> <li>• <b>Audit Committee report to the Board of Directors</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=32</a></li> </ul>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	<p>The Board of Directors sets our risk culture which balances risk appetite and prudence. Through the Risk Oversight Committee (ROC), the Board ensures that the Bank has appropriate risk infrastructure, tools and operating policies, and that exposures are within the Bank's risk appetite. Supporting and directly reporting to the ROC is the Risk Management Group (RSK), an independent unit that closely coordinates with business units to identify, analyze, measure and monitor material risks. RSK has dedicated divisions overseeing the different risk exposures of the Bank and its subsidiaries.</p> <p>The Risk Management Principles, Risk Management Process and Risk Governance is presented in the Bank's Annual Report:</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=27</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Supplement to Recommendations 12.1</b>			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	COMPLIANT	<p>The Bank has a dynamic and responsive Compliance Risk Management System (CRMS) designed to specifically identify and mitigate risks that may erode the franchise value of the Bank such as risks of legal or regulatory sanctions, material financial loss, or loss to reputation that the Bank may suffer as a result of its failure to comply with laws, rules, related self-regulatory organization standards, and codes of conduct applicable to its activities.</p> <p>The Bank's Compliance Division implements an enterprise-wide Compliance Policy Manual (CPM) developed to formalize and document the Bank's CRMS, and forms an integral part of its risk governance framework. It provides reasonable assurance that the Bank and its directors, officers and employees comply with all banking and corporate laws, regulations, rules, and standards. It also establishes a culture of compliance; anticipates, reinforces and strengthens the Bank's compliance with existing laws, rules and regulations in contributing to the maintenance of a sound and stable bank.</p> <p>The CPM is reviewed annually and provides reasonable assurance that the Bank and its employees comply with relevant banking and corporate laws, regulations, rules and standards.</p> <p>A discussion on CPM as part of the guiding manuals of the Bank can be found in the Bank's Annual Report:</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> </ul>	
<b>Optional: Recommendation 12.1</b>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	COMPLIANT	<p>The Information Technology Steering Committee provides governance and oversight in managing the Bank's information technology (IT) resources. Its main role is to ensure that IT strategies are consistent with the overall business objectives. It is in-charge of the oversight of the IT Risk Management Program of the Bank and the development of policies, controls, and specific accountabilities consistent with the Bank's IT Risk Management Framework.</p> <p>As delegated by the Board, it approves IT-related requests and other IT-related services/arrangements, including outsourcing/insourcing activities. It is expected to also render periodic reports to the Board regarding the overall IT performance, status of major projects and other significant issues related to IT risks. The Committee is composed of</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>directors, the Head of Financial Control Sector, and the Head of the Information Technology Group.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">IT Steering Committee</a></li> <li>• <b>Governance of Digital and Emerging Technologies</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=60</a></li> </ul>	
<b>Recommendation 12.2</b>			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations</p>	COMPLIANT	<p>The Internal Audit Group is established by the Board of Directors, and its responsibilities are defined by the Audit Committee as part of its oversight function. The Audit Committee and Management take all the necessary measures to provide the appropriate resources and staffing that would enable Internal Audit to fully carry out its functions and achieve its objectives while adhering to the principles required by the Global Internal Audit Standards (GIAS).</p> <p>The mission of Internal Audit is to enhance and protect organizational value by providing risk-based and objective assurance, advice, and insight. The scope of work of IAG includes all processes, systems, units and activities (including outsourced services) of the Bank (including its subsidiaries and affiliates whose audits are directly handled by IAG).</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=31</a></li> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul>	
<b>Recommendation 12.3</b>			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board</p>	COMPLIANT	<p>Ms. Babylyn A. Catacutan was formally appointed by the Board of Directors on 19 November 2025 as Senior Vice President and Head of Internal Audit Group effective 16 January 2026. She possesses the requisite professional qualifications and brings 25 years of relevant experience in internal audit and risk management. To ensure independence, she reports functionally to the Audit Committee and administratively to the President, with the Board maintaining sole authority over her appointment, evaluation and removal.</p> <ul style="list-style-type: none"> <li>• <b>PSE Edge – Change in Director and Officer</b> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=8dfa13d6b783fd7cec6e1601ccee8f59">https://edge.pse.com.ph/openDiscViewer.do?edge_no=8dfa13d6b783fd7cec6e1601ccee8f59</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	COMPLIANT	<p>The CAE's responsibilities in Internal Audit Group, including for outsourced activities, are enumerated in the Internal Audit Charter and approved Job Description.</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul> <p>Mercadien, P.C. was the co-sourced internal audit service provider of Metrobank – New York Branch for 2026, approved on 27 February 2026 by the Audit Committee.</p> <p>While the outsourcing arrangement with Acxell, LLC was no longer renewed and has effectively ended on 31 December 2025.</p>	
3. In case of a fully outsourced internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	NOT APPLICABLE	Metrobank internal audit activity is not outsourced.	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	<p>The Risk Management Group (RSK) supports and reports directly to the ROC. RSK is an independent unit of the Bank that identifies, analyzes, measures, and monitors identified material risks in close coordination with other business units. It exercises oversight on the risk management units of various subsidiaries and affiliates. It convenes the Risk Management Coordinating Council quarterly to ensure compliance with relevant regulations, and implements a consistent risk management framework across the Metrobank Group.</p> <p>Supporting and directly reporting to the ROC is the Risk Management Group (RSK), an independent unit that closely coordinates with business units to identify, analyze, measure, and monitor material risks. RSK also has oversight responsibility over the risk management function of the Metrobank Group's various subsidiaries. It convenes the Risk Management Coordinating Council (RMCC) every quarter to ensure the Group's adherence to a consistent risk management framework. RSK has dedicated divisions that look after the different risk exposures of the Bank and its subsidiaries.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Information on the Bank's RSK can be accessed through this link: <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=28</a></li> </ul>	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally	COMPLIANT	The Bank did not engage an external technical support related to risk management in 2025.	
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT	The Board at its meeting in April 2026 formally appointed Ms. Happy Mar S. Lomigo, First Vice President, as dedicated Chief Risk Officer (CRO) effective 01 May 2026. She is a highly seasoned risk executive bringing 29 years of experience and deep expertise across enterprise risk, quantitative risk, market and liquidity risk, actuarial science, analytics, and the academe. Her appointment culminates over 15 years of institutional knowledge and dedicated service at Metrobank	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities	COMPLIANT	<ul style="list-style-type: none"> <li>• <b>PSE Edge</b> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=b0f40cd1609cb98664d70b69f0a3140b">https://edge.pse.com.ph/openDiscViewer.do?edge_no=b0f40cd1609cb98664d70b69f0a3140b</a></li> <li>• <a href="#">Metrobank 2025 SEC-17a Annual Report.pdf#page=57</a></li> </ul>	
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	COMPLIANT	IAG's Annual Year-end Report, attested by the CAE, contains the overall assessment on the adequacy and effectiveness of the Bank's internal control, risk management and governance processes. The 2025 Internal Audit Year-End Report was presented to Audit Committee on 12 March 2026.  The Report is presented in the Bank's Annual Report and can be accessed through this link: <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=32</a></li> </ul>	
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	<p>The Bank's CGM provides the basic shareholder rights. The Bank treats all its shareholders fairly and equitably, and also recognizes, protects and facilitates the exercise of their rights. The Board shall respect the rights of the stockholders as provided for in the Corporation Code.</p> <ul style="list-style-type: none"> <li>• <b>Stockholders' Rights and Protection of Minority Stockholders' Interests pp.21-24</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=21</a></li> </ul>	
2. Board ensures that basic shareholder rights are disclosed on the company's website	COMPLIANT	<p>The Board respects the rights of the stockholders as provided for in the Corporation Code. It honors the rights of the stockholders by removing barriers that prevent the exercise of those rights and gives adequate solutions for them to seek remedies when those rights are compromised.</p> <p>This is disclosed in the Bank's Annual Report and can be accessed through these links:</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> <li>• <b>Stockholders' Rights and Protection of Minority Stockholders' Interests pp.21-24</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=21</a></li> </ul>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share	COMPLIANT	<p>The Bank's common shares carry one (1) vote for one (1) share. This can be found in the Bank's Corporate Governance Manual, Annual Report and Amended By-laws posted on the Bank's website which can be accessed by our stakeholders through these links:</p> <ul style="list-style-type: none"> <li>• <b>Stockholders' Rights and Protection of Minority Stockholders' Interests pp.21-24</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=21</a></li> <li>• <b>Metrobank Amended <u>By-Laws</u></b></li> <li>• <b>Voting Procedures</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a></li> </ul>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	<p>Metrobank issues one class of shares i.e. common stock. Each stockholder is entitled to one (1) vote for each share of stock in his name.</p> <p>The following links outline the principles of equitable shareholder treatment:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank <u>Articles of Incorporation</u></b></li> <li>• <b>Metrobank Amended <u>By-Laws</u></b></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a></li> <li>• <b>Stockholders' Rights and Protection of Minority Stockholders' Interests pp.21-24</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=21</a></li> <li>• <b>Shareholder Participation, p. 58</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=58</a></li> </ul>	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	<p>Metrobank has been using poll voting. Stockholders shall have the right to cumulative voting. Cumulative voting is allowed provided that the total number of votes cast by a stockholder does not exceed the number of shares registered in his name in the books of Metrobank as of record date multiplied by the number of directors to be elected. There is no condition precedent to the exercise of the right to cumulative voting.</p> <ul style="list-style-type: none"> <li>• <b>Voting Securities and Principal Holders Thereof p. 15</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=15</a></li> <li>• <b>Registration, Joining and Voting Procedures p.33</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=33</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> <li>• <b>Stockholders' Rights and Protection of Minority Stockholders' Interests pp.21-24</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=21</a></li> </ul>	
4. Board has an effective shareholder voting mechanism such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	COMPLIANT	<p>The Bank treats all its shareholders fairly and equitably, and also recognize, protects and facilitates the exercise of their rights. The Board shall respect the rights of the stockholders as provided for in the Corporation Code. Voting mechanism is simple majority as per Corporation Code.</p> <p>Information on voting mechanism can be accessed through this link:</p> <ul style="list-style-type: none"> <li>• <b>Stockholders' Rights and Protection of Minority Stockholders' Interests pp.21-24</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=21</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting	COMPLIANT	<p>The Bank treats all its shareholders fairly and equitably, and also recognize, protects and facilitates the exercise of their rights.</p> <ul style="list-style-type: none"> <li>• <b>Shareholder Participation, p. 58</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=58</a></li> </ul>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders	COMPLIANT	<ul style="list-style-type: none"> <li>• <b>Protection of Stockholders' Rights and Interests</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> <li>• <b>Stockholders' Rights and Protection of Minority Stockholders' Interests pp.21-24</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=21</a></li> </ul>	
7. Company has a transparent and specific dividend policy	COMPLIANT	<p>Provided in the Bank's CGM and Annual Report which can be accessed by our stakeholders on the Bank's website:</p> <ul style="list-style-type: none"> <li>• <b>Dividend Policy</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=65</a></li> </ul>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	COMPLIANT	<p>The proxies, attendance and votes cast at the meeting were tabulated by the Bank's Stock Transfer Agent (The Metrobank-Trust Banking Group) and validated by SGV &amp; Co. in its capacity as third-party validator.</p> <p>The proxies, attendance, and votes cast at the 2025 ASM were tabulated by Stock Transfer Agent (Metrobank – Trust Banking Group) and validated by SGV &amp; Co., as a third-party validator.</p> <p>This information can be accessed on the links provided:</p> <ul style="list-style-type: none"> <li>• <b>Votes Required for Approval or Election, p.33</b> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=33</a></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	COMPLIANT	<p>The stockholders were notified 28 days before Annual Stockholders' Meeting, disclosed properly at the PSE EDGE and Bank's website:</p> <p><b>2026</b>  <b>Notice of ASM Disclosure: 13 March 2026</b>  <b>ASM: 22 April 2026</b></p> <ul style="list-style-type: none"> <li>• <a href="#">2026 Notice of Annual Stockholders' Meeting PSE – Notice of ASM</a></li> </ul> <p><b>2025</b>  <b>Notice of ASM Disclosure: 19 March 2025</b>  <b>ASM: 23 April 2025</b></p> <ul style="list-style-type: none"> <li>• <a href="#">2025 Notice of Annual Stockholders' Meeting PSE - Notice of ASM</a></li> </ul>	
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		<p>Notice of Annual Stockholders' Meeting (ASM) in 2026 can be accessed through the following link:</p> <ul style="list-style-type: none"> <li>• <a href="#">2026 Notice of Annual Stockholders Meeting</a></li> </ul>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT		
b. Auditors seeking appointment/re-appointment	COMPLIANT		
c. Proxy documents	COMPLIANT		
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda Items for the annual stockholders meeting.	COMPLIANT	Agenda Items for the Annual Stockholders' Meeting is accompanied by "Explanatory Notes to the Agenda" as a requisite in the filing of its Definitive Information Sheet with SEC.	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Notice of Annual Stockholders' Meeting (ASM) can be accessed through the following links:</p> <p><b>2026</b>  <b>Notice of ASM Disclosure: 13 March 2026</b>  <b>ASM: 22 April 2026</b></p> <ul style="list-style-type: none"> <li>• <a href="#">2026 Notice of Annual Stockholders' Meeting PSE – Notice of ASM</a></li> </ul> <p><b>2025</b>  <b>Notice of ASM Disclosure: 19 March 2025</b>  <b>ASM: 23 April 2025</b></p> <ul style="list-style-type: none"> <li>• <a href="#">2025 Notice of Annual Stockholders' Meeting PSE - Notice of ASM</a></li> </ul>	
<b>Recommendation 13.3</b>			
<p>1. Board encourages active shareholder participation by making the result of the vote taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.</p>	COMPLIANT	<p>We recognize timely disclosure is a cornerstone of shareholder engagement. Following our most recent Annual Stockholders' Meeting held on 22 April 2026, the preliminary results were verified by SGV &amp; Co. and officially disclosed to SEC and posted on our website under corporate governance section by morning of April 23. This practice ensures that all investors, regardless of their physical presence at the meeting, have equal and immediate access to the outcomes of corporate decisions.</p> <ul style="list-style-type: none"> <li>• <b>Stockholders' Rights and Protection of Minority Stockholders' Interests, pp.21-24</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=21</a></li> <li>• <b>2026 Minutes of ASM</b>  <a href="https://web-assets.metrobank.com.ph/1777274016-2026-asm-minutes-masked.pdf">https://web-assets.metrobank.com.ph/1777274016-2026-asm-minutes-masked.pdf</a></li> <li>• <b>2025 Minutes of ASM</b>  <a href="https://web-assets.metrobank.com.ph/1747206298-minutes-of-2025-asm-masked.pdf">https://web-assets.metrobank.com.ph/1747206298-minutes-of-2025-asm-masked.pdf</a></li> <li>• <b>Results of Annual Stockholders' Meeting</b>  <a href="#">PSE Edge Disclosure</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	COMPLIANT	<p>The results were made available one (1) business day after the ASM: 24 April 2025 for the 2025 ASM, while 23 April 2026 for the 2026 ASM.</p> <ul style="list-style-type: none"> <li>• <b>2026 Minutes of ASM</b> <a href="https://web-assets.metrobank.com.ph/1777274016-2026-asm-minutes-masked.pdf">https://web-assets.metrobank.com.ph/1777274016-2026-asm-minutes-masked.pdf</a></li> <li>• <b>2025 Minutes of ASM</b> <a href="https://web-assets.metrobank.com.ph/1747206298-minutes-of-2025-asm-masked.pdf">https://web-assets.metrobank.com.ph/1747206298-minutes-of-2025-asm-masked.pdf</a></li> </ul>	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM	COMPLIANT	<p>The Bank's Stock Transfer Agent (MB-Trust Banking Gr), External Auditor, SGV &amp; Co., President and Head of Investor Relations Department were present during the ASM/SSM.</p> <ul style="list-style-type: none"> <li>• <b>2026 Minutes of ASM</b> <a href="https://web-assets.metrobank.com.ph/1777274016-2026-asm-minutes-masked.pdf">https://web-assets.metrobank.com.ph/1777274016-2026-asm-minutes-masked.pdf</a></li> <li>• <b>2025 Minutes of ASM</b> <a href="https://web-assets.metrobank.com.ph/1747206298-minutes-of-2025-asm-masked.pdf">https://web-assets.metrobank.com.ph/1747206298-minutes-of-2025-asm-masked.pdf</a></li> </ul>	
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	<p>Under the Stockholders' Rights and Protection of Minority Stockholders' Interests section of the Bank's CGM, states that:</p> <p><i>For amicable settlement of disputes, controversies and/or legal issues between the Bank and its stockholders and/or the Bank and third parties, the Bank may resort to alternative modes of dispute resolution as may be agreed upon with the adverse party.</i></p> <p>The Bank's CGM can be accessed through these links:</p> <ul style="list-style-type: none"> <li>• <b>Stockholders' Rights and Protection of Minority Stockholders' Interests, pp.21-24</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=21</a></li> <li>• <b>Policy on Alternative Dispute Resolution (ADR), p.73</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=73</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance	COMPLIANT	Policy on Alternative Dispute Resolution (ADR) can be accessed through Bank's CGM: <ul style="list-style-type: none"> <li>• <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=73</a></li> </ul>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	The Bank's Investor Relations Department is under the Financial Markets Sector; contact details are as follows: <p><b>Ms. Minda A. Olanon</b>            Head, Investor Relations            Tel. No. 8857-5733            Email address: minda.olanon@metrobank.com.ph</p> <p><b>Investor Relations Department</b>            Email Address: investor.relations@metrobank.com.ph            Telephone no: +632 8857 5326; +632 8857 5348            Address: 31<sup>st</sup> Floor, Metrobank Center, 35<sup>th</sup> Street corner 7<sup>th</sup> Avenue, Bonifacio Global City, Taguig, 1634</p> Information can be accessed on the Bank's website through the following links: <ul style="list-style-type: none"> <li>• <b>Metrobank Investor Relations Program</b></li> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=90</a></li> </ul>	
2. IRO is present at every shareholder's meeting.	COMPLIANT	Yes, the IRO was present during the ASM and acted as Host-Moderator. <ul style="list-style-type: none"> <li>• <b>2026 Minutes of ASM</b> <a href="https://web-assets.metrobank.com.ph/1777274016-2026-asm-minutes-masked.pdf">https://web-assets.metrobank.com.ph/1777274016-2026-asm-minutes-masked.pdf</a></li> <li>• <b>2025 Minutes of ASM</b> <a href="https://web-assets.metrobank.com.ph/1747206298-minutes-of-2025-asm-masked.pdf">https://web-assets.metrobank.com.ph/1747206298-minutes-of-2025-asm-masked.pdf</a></li> </ul>	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that	COMPLIANT	The Board avoids any anti-takeover measures/defenses by setting voting procedures as reflected in the Bank's CGM:	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
may entrench ineffective management or the existing controlling shareholder group		<ul style="list-style-type: none"> <li>• <b>Dissenter's Right of Appraisal, p.23</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=23</a></li> </ul>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market	COMPLIANT	<p>As of 31 March 2025, the public float of MBTC is at 47.9%.</p> <p>This can be accessed by our stakeholders on the Bank's website:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank's Organizational Chart, Conglomerate Map, and Shareholding Structure</b> <a href="https://www.metrobank.com.ph/articles/about-us/org-chart">https://www.metrobank.com.ph/articles/about-us/org-chart</a></li> <li>• <b>Corporate Structure</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=3</a></li> </ul>	
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	<p>The Bank has established a robust Investor Relations Framework designed to maintain an open, transparent, and continuous dialogue with our investors. The company reaches out to both institutional and retail shareholders through structured briefings, digital platforms, and direct access to the Investor Relations Office. These practices ensure that shareholders are kept informed of material developments and have a clear conduit to provide feedback to the Board of Directors outside of the ASM.</p> <ul style="list-style-type: none"> <li>• <b>Investor Relations Program</b> <a href="https://www.metrobank.com.ph/articles/about-us/investor-relations-program">https://www.metrobank.com.ph/articles/about-us/investor-relations-program</a></li> </ul> <p>For more information, you may reach the Metrobank Investor Relations Department through the following:</p> <p><b>Investor Relations Department</b></p> <p><b>Email Address:</b> <a href="mailto:investor.relations@metrobank.com.ph">investor.relations@metrobank.com.ph</a></p> <p><b>Telephone no:</b> (02) 8857 5348</p> <p><b>Address:</b> 31/F Metrobank Centre, Bonifacio Global City, Taguig, Philippines</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>Investor Relations/Disclosure and Transparency <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a></li> </ul>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<p>Shareholders who are qualified as of record date with confirmed registration and entitled to vote but cannot attend the meeting may vote in advance through a link provided in the published Notice of Meeting.</p> <ul style="list-style-type: none"> <li>Metrobank <a href="#">2026 Notice of Annual Stockholders Meeting</a></li> </ul>	
<b>Duties to Stakeholders</b>			
<b>Principle 14:</b> The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interest are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
<b>Recommendation 14.1</b>			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability,	COMPLIANT	<p>The Bank's stakeholders are the customers, creditors, employees, suppliers, investors, regulators, and communities in which the Bank's operates.</p> <p>Policies and implementing rules for the various stakeholders are in place and disclosed in the following links:</p> <ul style="list-style-type: none"> <li>Metrobank 2025 Annual Report and Sustainability Report <a href="#">Consumer Protection p. 18</a> <a href="#">Protection of Stockholder' Rights and Interest p.25</a> <a href="#">Policy on Suppliers and Contractors p. 26</a> <a href="#">Community Development p. 69</a> <a href="#">Environmental p. 52</a> <a href="#">Employees' Health, Safety, and Well-being p.27</a> <a href="#">Employee Health and Safety p. 67</a> <a href="#">Anti-Money Laundering p. 25</a> <a href="#">Whistleblowing Policy p. 27</a> <a href="#">Code of Conduct for Employees p. 25</a> <a href="#">Anti-Bribery and Corruption Policy p. 25</a> <a href="#">Conflict of Interest p. 25</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><a href="#">Insider Trading Policy p. 26</a></p> <ul style="list-style-type: none"> <li>Stakeholder Engagement p.41 <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=41</a></li> </ul>	
<b>Recommendation 14.2</b>			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	COMPLIANT	<p>Metrobank has clear policies and programs on the fair treatment and protection of its stakeholders. These can be found in the following reports for 2025:</p> <ul style="list-style-type: none"> <li><a href="#">Manual of Corporate Governance</a></li> <li><a href="#">Whistleblowing Policy</a></li> <li><a href="#">Annual Report</a></li> <li><a href="#">Sustainability Report</a></li> </ul> <p>These policies include whistleblowing, customer protection, stockholders' rights and protection of minority stockholders' interests, supplier and contractor selection, among others.</p> <p>The Bank also has a system in place to ensure the health, safety, and welfare of its employees, contribute to economic and social development, as well as environmental protection.</p> <ul style="list-style-type: none"> <li><b>Metrobank 2025 Annual Report and Sustainability Report</b> <a href="#">Adherence to Customer Protection Standards p.18</a> <a href="#">Customers' Interest First p. 26</a> <a href="#">Catering to Customer Demand p. 13</a> <a href="#">Protection of Stockholders' Rights and Interests p.25</a></li> <li><a href="#">Metrobank Company Policies</a></li> <li><b>Stockholders' Rights and Protection of Minority Stockholders' Interest pp. 21-24</b> <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=21</a></li> </ul>	
<b>Recommendation 14.3</b>			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with</p>	COMPLIANT	<p>The Bank's stakeholders, including but not limited to customers, suppliers, and the general public have different avenues to communicate with the Bank and to obtain redress for the violation of their rights.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>the company and to obtain redress for the violation of their rights.</p>		<p><b><u>Whistleblowing Policy</u></b></p> <p>The Bank maintains a Whistleblowing Policy where employees and other stakeholders are encouraged to participate in an atmosphere of openness and trust in communicating their concerns about illegal or unethical practices, without the fear of retaliation. The guidelines ensure that the concerns of reporting employees and other stakeholders are addressed and the identity of the reporting entity is secured and protected from any undue retaliation. The Chief Audit Executive/Head of the Internal Audit Group is the designated recipient of complaints from reporting employees and other stakeholders. For exceptional cases, complaints may be filed directly to the Chairman of the Board. The Bank's employees have continuously shown a proactive stance in keeping the Bank's integrity.</p> <p>We create a safe and secure process for anyone to "blow the whistle" and speak up without fear of retribution. Reports or concerns may be filed through our company website or emailed to <a href="mailto:whistleblowing@metrobank.com.ph">whistleblowing@metrobank.com.ph</a> or messaged via the text hotline at (+63)9427471359.</p> <p><b><u>INVESTOR RELATIONS</u></b></p> <p>31st floor, Metrobank Center  35th Street corner 7th Avenue  Bonifacio Global City, Taguig 1634  Tel Nos. +632 8857 5326  Email: <a href="mailto:investor.relations@metrobank.com.ph">investor.relations@metrobank.com.ph</a></p> <p><b><u>24/7 CONTACT CENTER</u></b></p> <p>Metro Manila: +632 88700 700  Domestic Toll Free: 1 800 1888 5775  E-mail: <a href="mailto:customercare@metrobank.com.ph">customercare@metrobank.com.ph</a></p> <p>Information can be found through the following links:</p> <ul style="list-style-type: none"> <li>• <b><u>Whistleblowing Policy</u></b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=66</a>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=27</a></li> <li>• <b><u>Metrobank Company Policies</u></b></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Supplement to Recommendation 14.3</b>			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	COMPLIANT	<p>The Policy on Alternative Dispute Resolution (ADR) can be accessed by our stakeholders on the Bank's Corporate Governance Manual through this link:</p> <ul style="list-style-type: none"> <li>• <b>Policy on Alternative Dispute Resolution (ADR), p. 73</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=73</a></li> </ul>	
<b>Additional Recommendations to Principle 14</b>			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	COMPLIANT	For 2025, no exemptions were sought by the Bank to any governing bodies.	
2. Company respects intellectual property rights	COMPLIANT	<p>The Bank respects intellectual property and observes practices in relation thereto, which among others is the registration of its logo for use by the Bank.</p> <p>Please refer to Annex B for the latest Certificate of Registration of the Bank's logo with the Intellectual Property Office (IPO).</p> <p>In addition, the Bank has Acceptable Use of Assets Policy to deter any infringement of intellectual property rights or other proprietary rights including, without limitation, material protected by copyright, trademark, patent secret or other intellectual property right.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	COMPLIANT	<p>Customer protection is part of Metrobank's culture. It is not a responsibility of only one person or a unit but a collective and shared responsibility of everyone that serves in the Bank, from the Board, to Management, and to all employees.</p> <p>The Bank instituted a Customer Protection Policy Manual which ensures that customer protection is essential in daily operations and provides the foundation in safeguarding the Bank's adherence to customer protection standards of conduct. The Board, through the Executive Committee, provides effective oversight of the Bank's Financial Customer Protection.</p> <p>It is the obligation and privilege of the Bank to protect the interests of its customers. All directors and employees must live up to the intent and letter of the Bank's Customer Protection Policy. We also make sure customers are protected on social media through the Social Media Risk Management Policy.</p> <p>Complete information can be accessed through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Customers' Interest First</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a> <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=60</a></li> <li>• <b>Consumer Protection p.18</b> <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=18</a></li> </ul>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	COMPLIANT	<p>The Bank has set in place accreditation/re-accreditation and selection mechanisms to make sure it partners with the right and capable suppliers and contractors. This is in accordance with BSP regulations. The Bank's suppliers and contractors are subject to rigorous annual performance evaluation.</p> <p>When purchasing products or contracts for services, the Bank undertakes strict canvassing and bidding so that it secures the best deals in terms of price, quality of materials or work, delivery timeframe, and other related terms and conditions.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Complete information can be accessed through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Policy on Suppliers &amp; Contractors</b>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=26</a>  <a href="#">Metrobank SEC Form 20-IS for ASM 2026 covering Year 2025#page=61</a></li> </ul>	
<p><b>Principle 15:</b> A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.</p>			
<p><b>Recommendation 15.1</b></p>			
<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance</p>	<p>COMPLIANT</p>	<p>We begin by listening to what matters most to our employees. Through the MetroVoice Employee Engagement Survey and structured new-hire check-ins, we gather timely and organization-wide feedback. The 2025 MetroVoice Survey was conducted from April 2 – 23 by an independent third party, Willis Towers Watson, and achieved a 96% participation rate. This level of participation reflects employees' trust in the process and their willingness to contribute openly.</p> <p>Listening creates value when it leads to action. Based on the 2025 results, we identified three priority focus areas to guide our response: Total Rewards, to better align pay with performance; Execution Excellence, to accelerate decision-to-action; and Communication, to strengthen upward feedback in a safe and open environment. Business units translated these priorities into targeted programs and projects, with progress monitored through regular check-ins and follow-up discussions.</p> <p>Engagement does not rely on the survey alone. Throughout the year, employees can share feedback through the Employee Feedback Portal on Insight Online, unit-level town halls, focus group discussions, performance conversations, and Workplace helpdesks. These channels ensure that concerns and suggestions are addressed in a timely manner. MetroVoice is conducted every two years to track engagement trends and inform sustained improvements.</p> <p>Employee Engagement:</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=61</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Supplement to Recommendation 15.1</b>			
<ul style="list-style-type: none"> <li>Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</li> </ul>	COMPLIANT	<p>The Bank ensures its compensation packages are aligned to the strategic and financial objectives, performance, market conditions as well as labor laws and regulations. These are designed to promote performance and excellence among people. To attract and retain the best people, the Bank ensures that compensation remains competitive against industry standards.</p> <ul style="list-style-type: none"> <li><b>Compensation Policy</b>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=23</a>  <a href="#">Metrobank Company Policies</a></li> </ul>	
<ul style="list-style-type: none"> <li>Company has policies and practices on health, safety and welfare of its employees.</li> </ul>	COMPLIANT	<p>The Bank is committed to providing a safe, healthy, and productive work environment that fosters the total well-being of its employees. This commitment is institutionalized through Occupational Health policy. Beyond basic compliance with labor laws, the Bank implements proactive health initiatives, including annual medical check-ups, mental health support, and continuous safety training.</p> <ul style="list-style-type: none"> <li><b>Employees' Health, Safety, and Well-being</b>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=27</a></li> <li><b>Employee Health and Safety</b>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=67</a></li> <li><a href="#">Metrobank Company Policies</a></li> </ul>	
<ul style="list-style-type: none"> <li>Company has policies and practices on training and development of its employees.</li> </ul>	COMPLIANT	<p>The Bank remains steadfast in its commitment to the professional growth and lifelong learning of our employees, as guided by the Training and Development Policy. The Learning and Development Division works closely with business units through dedicated Learning Account Managers to identify capability gaps and translate business priorities into targeted learning interventions.</p> <p>The Bank utilizes a blended learning approach, combining traditional classroom settings with advanced e-learning platforms, to ensure accessibility for all employees.</p>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>In 2025, employees completed an average of 50.16 training hours per employee, reflecting expanded participation in targeted, role based, and immersive learning programs. Total training hours also increased significantly, indicating stronger engagement in capability building and continued investment in developing skills that support performance, relevance, and practical application.</p> <ul style="list-style-type: none"> <li>• <b>Workforce Development and Upskilling</b>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=65</a> </li> </ul>	
<b>Recommendation 15.2</b>			
<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct</p>	COMPLIANT	<p>The Board approved Bank's Code of Conduct articulates acceptable and unacceptable activities such as but not limited to financial misreporting, money laundering, fraud, bribery or corruption.</p> <p>An excerpt from the Bank's Standards of Conduct on Avoidance of Conflict of Interest, states that "We adopt an anti-corruption way of life. Bribery, fraud, extortion, collusion, conflict of interest, and money laundering, and other corrupt practices have no role in the way we conduct our affairs." This is underscored through the all-encompassing Bank's Anti-Bribery and Corruption (ABC) policy.</p> <p>Further, through the Bank's "Whistle Blowing Policy", employees are encouraged to play their part in improving the overall effectiveness of the Bank and in strengthening the Bank's system of integrity by reporting acts of fraud, malpractice, conflict of interest or violation of internal / regulatory policies, procedures and control.</p> <p>Information can be accessed through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank <a href="#">Code of Ethics -Employees</a></b></li> <li>• <b>Code of Conduct and Ethics pp.63-64; Annexes 14-15</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=63</a> </li> <li>• <b>Anti-bribery and Corruption Policy, p.67; Annex 19</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a> </li> <li>• <b><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></b></li> <li>• <b><a href="#">Metrobank Company Policies</a></b></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>COMPLIANT</p>	<p>The Bank maintains a Code of Conduct that defines expected behavior and ethical standards for all employees. First adopted in November 2017 and reaffirmed by the Board in June 2024, the Code underscores the Bank's commitment to its PITCH values: Passionate for Results, Integrity, Teamwork, Customer Service, and Heart for Community.</p> <p>All employees participated in an e-learning session conducted by Metrobank Academy in June 2024, which reinforced their understanding of the Code and formally attested their commitment to upholding its principles. Another e-learning session and attestation are in the pipeline for 2026.</p> <p>The latest version of the code is available on the Bank's intranet and corporate governance page of our website.</p> <p>Information can be accessed through the following links:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank <a href="#">Code of Ethics for Employees</a></b></li> <li>• <b>Code of Conduct and Ethics, pp.63-64; Annexes 14-15</b> <b><a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=63</a></b></li> <li>• <b><a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=25</a></b></li> <li>• <b><a href="#">Metrobank Company Policies</a></b></li> </ul>	
<b>Supplement to Recommendation 15.2</b>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes</p>	<p>COMPLIANT</p>	<p>Commission of any form of bribery is categorized as a Class D Offense and is punishable by termination under the Code of Conduct.</p> <p>Information on Anti-Bribery and Corruption can be accessed through the following links:</p> <ul style="list-style-type: none"> <li>• <b><a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=67</a></b></li> <li>• <b><a href="#">Metrobank Company Policies</a></b></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	<p>The Bank's Whistleblowing Policy provides a secure and confidential framework for reporting concerns regarding unethical behavior, fraud, or violations of the Code of Conduct. To ensure independence and neutralize potential conflicts of interest, the policy provides whistleblowers with direct access to the Chief Audit Executive, who has a functional reporting line to the Audit Committee.</p> <p>Complaints or concerns may be filed through the Bank's website or sent via email (whistleblowing@metrobank.com.ph) or text hotline (+639427471359). Exceptional cases may be filed directly with the Chairman of the Board.</p> <p>All reports are handled by Internal Audit that conducts impartial investigations and provides periodic summaries of cases and resolutions directly to the board-level Audit Committee.</p> <ul style="list-style-type: none"> <li>• <b>Whistleblowing Policy</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=66</a>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=27</a>  <a href="#">Metrobank Company Policies</a> </li> </ul>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	<p>All reports are handled by Internal Audit that conducts impartial investigations and provides periodic summaries of cases and resolutions directly to the board-level Audit Committee.</p> <ul style="list-style-type: none"> <li>• <b>Whistleblowing Policy</b>  <a href="#">Revised Metrobank Corporate Governance Manual as of 28 February 2025.pdf#page=66</a>  <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=27</a>  <a href="#">Metrobank Company Policies</a> </li> </ul>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	<p>As an extension of the Board of Directors, the Audit Committee assists the Board of Directors in fulfilling its statutory and fiduciary responsibilities.</p> <p>Duties and Responsibilities:</p> <p>3c. Establish and maintain mechanisms by which officers and staff may, in confidence, raise concerns about possible improprieties or malpractices in matters of financial reporting, internal control, auditing or other issues to persons or entities that have the power to take corrective action. AUDITCOM shall ensure that arrangements are in place for the independent investigation, appropriate follow-up action, subsequent resolution of complaints, and that reporting employee or stakeholder who raise the concerns are protected from detrimental treatment or reprisals.</p> <p>The complete charter can be accessed on the Bank's website through this link:</p> <ul style="list-style-type: none"> <li>• <b>Metrobank Board Committees:</b> <a href="#">Audit Committee</a></li> </ul>	

THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p><b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p>			
<p><b>Recommendation 16.1</b></p>			
<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates</p>	<p>COMPLIANT</p>	<p>It has developed a Sustainability Framework which is anchored on achieving long-term returns for its shareholders and creating shared value for society. The Framework is composed of three (3) pillars which include managing its environmental impact, supporting social causes and creating value for clients, and committing to high standard of governance.</p> <p>As can be gleaned from this year's Sustainability Report, we continue to do our part in contributing to the pursuit of all United Nations Sustainable Development Goals, and we remain mindful of reducing the carbon footprint of our own operations. We will also continue to strengthen the linkage of our sustainability agenda and the corporate social responsibility programs of our Metrobank Foundation, Inc., and encourage our employee volunteerism-driven Purple Hearts Club.</p> <p>Complete information of the Bank's Sustainability Framework and Focus Areas, as well as its performance and contributions to sustainable development are disclosed in the:</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=37</a></li> </ul>	
<p><b>Optional: Principle 16</b></p>			
<p>1. Company ensures that its value chain is environmentally friendly or it consistent with promoting sustainable development</p>	<p>COMPLIANT</p>	<p>The company integrates sustainability into its core value chain by implementing into its core value chain by implementing a robust Environmental and Social Risk Management System (ESRMS). This framework ensures that credit and investment decisions undergo rigorous E&amp;S due diligence, prioritizing projects that promote renewable energy, sustainable agriculture, and climate-resilient infrastructure. Beyond lending, the Bank enforces a Sustainable Supplier Policy, requiring vendors to adhere to environmental standards and ethical labor practices. By aligning our financial services with the United Nations Sustainable Development Goals and the BSP's Sustainable Finance Framework, we ensure that our entire business ecosystem supports a low-carbon and inclusive economy.</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>COMPLIANT</p>		

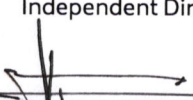
THE BOARD'S GOVERNANCE RESPONSIBILITIES	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>The Bank actively fosters inclusive growth through its dedicated corporate social responsibility arm, the Metrobank Foundation, and various community-based initiatives. Our "Heart In Action" employee volunteerism program allows our staff to engage directly with local communities through education, disaster response, and livelihood programs.</p> <p>In 2025, the Bank expanded its financial inclusion efforts, bringing banking services to underserved areas through digital platforms and community partnerships. Our interaction is guided by a Stakeholder Engagement Policy that ensures our social investments are impactful, sustainable, and responsive to the specific needs of the communities we serve.</p> <ul style="list-style-type: none"> <li>• <a href="#">Metrobank 2025 Annual Report and Sustainability Report.pdf#page=37</a></li> </ul>	

Pursuant to the requirement of the Securities and Exchange Commission and Philippine Stock Exchange, this Integrated Annual Corporate Governance Report (I-ACGR) is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on \_\_\_\_\_.


  
ARTHUR TY  
Chairman

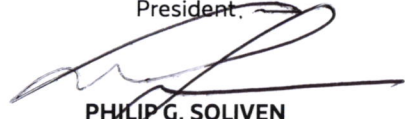
  
ANGELICA H. LAVARES  
Independent Director

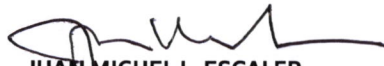
  
MARCELO C. FERNANDO, JR.  
Independent Director

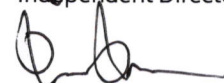
  
ARNULFO B. PASCIOLES, JR.  
Compliance Officer

SIGNATURES

  
FABIAN S. DEE  
President

  
PHILIP G. SOLIVEN  
Independent Director


  
JUAN MIGUEL L. ESCALER  
Independent Director

  
ATTY. REGIS V. PUNO  
Corporate Secretary

Subscribed and Sworn to me before this \_\_\_\_\_ day of MAY 25 2026, 2026, affiant(s) exhibiting to me there \_\_\_\_\_, as follows:

Name	TIN / SSS Number	Name	TIN / SSS Number
Arthur Ty	121-526-580	Fabian S. Dee	123-466-183
Angelica H. Lavares	134-509-801	Philip G. Soliven	182-028-516
Marcelo C. Fernando Jr.	106-904-419	Juan Miguel L. Escaler	162-183-055
Arnulfo B. Pascioles, Jr.	174-881-208	Atty. Regis V. Puno	131-013-328

Doc. No. 82  
Page No. 18  
Book No. I  
Series of 2026

  
ATTY. JOSEPH NELSON A. HERNANDEZ  
NOTARY PUBLIC, CITY OF MAKATI  
APPOINTMENT NO. M-242 - UNTIL DECEMBER 31, 2027  
GT Tower International, 6813 Ayala Ave., corner  
H.V. Dela Costa St., Brgy. Bel-Air, Makati City 1227  
ROLL OF ATTORNEYS NO. 74672  
PTR No. MKT10767224; 01/05/2026; MAKATI CITY  
IBP O.R. No. INV 571341; 12/24/2025; BATANGAS CITY  
MCLE COMPLIANCE NO: VIII-0003612, 09/05/2023



## CERTIFICATE OF ATTENDANCE

is presented to

**ARTHUR V. TY**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

**Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)**  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013



## CERTIFICATE OF ATTENDANCE

is presented to

**FRANCISCO SEBASTIAN**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on November 13, 2025 via Zoom



**Caesar Parlade**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

*Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013*



## CERTIFICATE OF ATTENDANCE

is presented to

**FABIAN S. DEE**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

**Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)**  
*This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013*



## CERTIFICATE OF ATTENDANCE

is presented to

**ALFRED V. TY**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

**Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)**  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013



## CERTIFICATE OF ATTENDANCE

is presented to

**VICENTE R. CUNA JR.**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

**Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)**  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013



## CERTIFICATE OF ATTENDANCE

is presented to

**SOLOMON S. CUA**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

**Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)**  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013



## CERTIFICATE OF ATTENDANCE

is presented to

**JOSE VICENTE L. ALDE**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

*Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013*



## CERTIFICATE OF ATTENDANCE

is presented to

**EDGAR O. CHUA**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

**Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)**  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013



## CERTIFICATE OF ATTENDANCE

is presented to

**ANGELICA H. LAVARES**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

**Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)**  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013



## CERTIFICATE OF ATTENDANCE

is presented to

**PHILIP G. SOLIVEN**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

**Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)**  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013



## CERTIFICATE OF ATTENDANCE

is presented to

**MARCELO C. FERNANDO JR .**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

**Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)**  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013



## CERTIFICATE OF ATTENDANCE

is presented to

**JUAN MIGUEL ESCALER**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on November 13, 2025 via Zoom



**Caesar Parlade**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

*Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013*



## CERTIFICATE OF ATTENDANCE

is presented to

**REGIS V. PUNO**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on November 13, 2025 via Zoom



**Caesar Parlade**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

*Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013*



## CERTIFICATE OF ATTENDANCE

is presented to

**ARNULFO JR B. PASCIOLES**

For attending the four-hour online Corporate Governance  
Training for the Board of Directors and Senior  
Management of the Metrobank Group.

Held on October 24, 2025 via Zoom



**CAESAR PARLADE**

Managing Partner, Risk Advisory and Digital Transformation  
Reyes Tacandong & Co. (RSM Philippines)

**Conducted by: Reyes Tacandong & Co. (SEC Registration No. PP201007009)**  
This training is accredited by the Securities and Exchange Commission (SEC)  
in compliance with SEC Memorandum Circular No. 20, Series of 2013



**ANNEX B**

## **Certificate of Registration**

Registration No. : **4/2025/00512845**  
Date of Registration : **15 November 2025**  
Term : **10 years (until 15 November 2035)**



### **METROBANK YOU'RE IN GOOD HANDS**

Filing Date : **15 May 2025**  
Registrant : **Metropolitan Bank and Trust Co. [PH]**  
Address : **6813 GT Tower Int'l. Ayala Ave. cor. H.V. Dela Costa St.,  
Makati City 1209, Metro Manila, Philippines**  
Class(es) - Goods/Services : **Class 36: Banking; investment banking; thrift banking;  
financing; lease-purchase of land vehicles; lease-  
purchase financing services; bancassurance for life and  
non-life insurance**  
Claim of Color(s) : **None**  
Disclaimer : **None**  
Transliteration / Translation : **None**  
Three-dimensional : **No**  
Claim of Priority : **None**  
Published for Opposition : **IPO e-Gazette, published on 15/10/2025**

A handwritten signature in blue ink, appearing to read 'J. Ros'.

**JESUS ANTONIO Z. ROS**  
Director  
Bureau of Trademarks

Digitally Signed by IPO Philippines  
24/12/2025

Document No: 2025/337061

## Certificate of Registration

Registration No. : **4/2023/00511420**  
Date of Registration : **20 November 2023**  
Term : **10 years (until 20 November 2033)**



### METROBANK

Filing Date : **17 May 2023**  
Registrant : **Metropolitan Bank & Trust Company [PH]**  
Address : **G.T. International Tower 2F Ayala Avenue corner H.V. dela Costa Street, Makati City, Metro Manila, Philippines**  
Class(es) - Goods/Services : **Class 36: Banking, investment banking, thrift banking, leasing, financing, bancassurance, credit card services**  
Claim of Color(s) : **Hex Code 001A88 (Electric blue)**  
Disclaimer : **None**  
Transliteration / Translation : **None**  
Three-dimensional : **No**  
Claim of Priority : **None**  
Published for Opposition : **IPO e-Gazette, published on 20/10/2023**



**JESUS ANTONIO Z. ROS**  
Director  
Bureau of Trademarks