



Policy Name	Policy Regarding Accounting Complaints and Communications with Independent Members of the Board	Approval Date	April 20, 2026
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## CONTENTS

1. PURPOSE.....	2
2. SCOPE .....	2
3. GOVERNING REGULATIONS, APPLICABLE POLICIES OR PROCEDURES.....	2
4. ROLES & RESPONSIBILITIES .....	2
5. KEY DEFINITIONS.....	3
6. POLICY CONTENT .....	4
6.1. PROCESS FOR RECEIVING, INVESTIGATING, AND ACTING UPON ACCOUNTING COMPLAINTS .....	4
6.2. CONFIDENTIAL AND ANONYMOUS REPORTS BY EMPLOYEES .....	6
6.3. SAFEGUARDS AGAINST RETALIATION .....	6
6.4. INTERESTED PARTY COMMUNICATIONS WITH THE INDEPENDENT DIRECTORS.....	6
6.5. REPORTING TO THE BOARDS .....	6
6.6. NOTICE TO EMPLOYEES AND PUBLICATION OF POLICY .....	6
7. EXCEPTIONS TO THE POLICY.....	7
8. RECORD RETENTION .....	7

# 1. PURPOSE

The purpose of the Policy Regarding Accounting Complaints and Communications with Independent Members of the Board (this "Policy") and the process set forth below is to ensure compliance with the provisions of Section 301 of the Sarbanes-Oxley Act of 2002 (the "SOX Act") requiring audit committees of the boards of public companies to establish procedures for the receipt, retention and treatment of complaints received by companies regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. This Policy also provides the procedure by which all interested parties (not just MCB's employees and stockholders) may communicate with the independent members of the board of directors as required by the Rules 303A.03 and 303A.06 of the NYSE Listed Company Manual.

# 2. SCOPE

This Policy applies to HoldCo, the Bank and all subsidiaries and affiliates thereof. All employees, including temporary workers and third parties, are required to have knowledge of and be in compliance with this Policy. The respective third-party relationship owners must ensure third parties are in compliance with this Policy.

# 3. GOVERNING REGULATIONS, APPLICABLE POLICIES OR PROCEDURES

The Policy is intended to align with the following materials:

- Section 301 of the Sarbanes-Oxley Act of 2002
- Rule 10A-3(b)(3) under the Securities and Exchange Act of 1934 (the "Exchange Act")
- Rules 303A.03 and 303A.06 of the New York Stock Exchange (the "NYSE") Listed Company Manual
- Audit Committee Charter

# 4. ROLES & RESPONSIBILITIES

Role	Responsibilities
Audit Committee	<ul style="list-style-type: none"> <li>• Determine how to proceed with Accounting Complaints as directed by the Audit Committee Chair.</li> <li>• Review this Policy on at least an annual basis in accordance with its charter and the applicable laws, rules and regulations.</li> <li>• Oversee the implementation of corrective actions following an investigation.</li> </ul>

Role	Responsibilities
Audit Committee Chair	<ul style="list-style-type: none"> <li>• Receive, handle and direct the investigation of Accounting Complaints.</li> <li>• Prepare or designate a representative to prepare a Docket of all Accounting Complaints.</li> <li>• Forward Accounting Complaints to the Audit Committee.</li> <li>• Report on investigations into Accounting Complaints to the Audit Committee at the Audit Committee’s direction.</li> </ul>

### 5. KEY DEFINITIONS

Term	Key Definition
Accounting Complaints	<ul style="list-style-type: none"> <li>• Complaint(s) and concern(s) of employees, stockholders and others regarding accounting, internal accounting controls and auditing matters, including complaints regarding attempted or actual circumvention of internal accounting controls or complaints regarding violation of the accounting policies of Metropolitan Bank Holding Corp. or Metropolitan Commercial Bank.</li> </ul>
Audit Committee	<ul style="list-style-type: none"> <li>• Joint Audit Committee of the Boards.</li> </ul>
Audit Committee Chair	<ul style="list-style-type: none"> <li>• The chairperson of the Audit Committee.</li> </ul>
Boards	<ul style="list-style-type: none"> <li>• The Board of Directors of HoldCo and the Board of Directors of the Bank.</li> </ul>
Docket	<ul style="list-style-type: none"> <li>• A written docket that summarizes the following in reasonable detail with respect to each Accounting Complaint: (i) the nature of the Accounting Complaint (including any specific allegations made and the persons involved; (ii) the date of receipt of the Accounting Complaint; (iii) the ongoing status of any investigation into the Accounting Complaint; and (iv) any final resolution of the Accounting Complaint.</li> </ul>
Hotline	<ul style="list-style-type: none"> <li>• The Reporting Violations and Unethical Behavior hotline administered by Navex, as referred to in MCB’s Code of Ethics and this Policy. As provided in the Code of Ethics, the Hotline can be</li> </ul>

Term	Key Definition
	accessed (i) by calling 1-888-264-2235 or (ii) via <a href="http://mcbankny.ethicspoint.com">mcbankny.ethicspoint.com</a> .
HR Department	<ul style="list-style-type: none"> <li>• MCB's Human Resources Department.</li> </ul>
Navex	<ul style="list-style-type: none"> <li>• The external, third-party vendor that administers the Hotline and submits complaints and reports received through the Hotline to MCB.</li> </ul>

## 6. POLICY CONTENT

The Audit Committee shall follow the process set forth below with respect to the receipt of, retention of, investigation of and acting upon Accounting Complaints. In addition to the foregoing, MCB maintains a *Code of Ethics* and a *Reporting Violations and Unethical Behavior Hotline and Whistleblower Procedure* that outlines policies and procedures for additional responses, notifications and inquiries in response to complaints or concerns that are not Accounting Complaints. The Audit Committee is required to review this Policy on at least an annual basis in accordance with its charter and the applicable laws, rules and regulations.

### 6.1. PROCESS FOR RECEIVING, INVESTIGATING, AND ACTING UPON ACCOUNTING COMPLAINTS

- A. The Audit Committee Chair is authorized to receive, handle and direct the investigation of Accounting Complaints. In this capacity, the Audit Committee Chair acts under the authority of the Audit Committee.
- B. i. Accounting Complaints may be made to the Audit Committee Chair directly through regular mail or email at:

Metropolitan Bank Holding Corp.  
Attention: Audit Committee Chair  
99 Park Avenue, 12<sup>th</sup> Floor  
New York, New York 10016

Email: [auditchair@mcbankny.com](mailto:auditchair@mcbankny.com)

- ii. Accounting Complaints may also be made to the Audit Committee Chair through the Hotline. Accounting Complaints submitted through the Hotline are received by Navex and forwarded to the designated members of the Bank's Legal and Compliance departments in accordance with the *Reporting Violations and Unethical Behavior Hotline and Whistleblower Procedure*. In accordance with this Policy and as outlined in *Reporting Violations and Unethical Behavior Hotline and Whistleblower Procedure*, the recipient of an Accounting Complaint through the Hotline will forward such complaint to the Audit Committee Chair for handling in accordance with this Policy.

- iii. If an employee would like to discuss any matter with the Audit Committee, the employee should indicate as much in their submission, and include a telephone number at which they may be contacted (if the Audit Committee deems it appropriate to do so).
- C. The Audit Committee Chair or his or her designee (acting strictly at the Audit Committee Chair's direction) will prepare a Docket of all Accounting Complaints. The Audit Committee Chair will distribute an update to the Docket, highlighting recent developments in reasonable detail, to the Audit Committee, in advance of each regularly scheduled meeting thereof (provided that, in the absence of any material developments, the Docket does not need to be distributed in advance of off-cycle meetings convened principally to review MCB's periodic reports under the Exchange Act). The Audit Committee Chair may also report on updates to the Docket to the Boards as he or she deems appropriate in the circumstances.
- D. i. Promptly upon receipt of a complaint through the channel(s) outlined in Section 6.1.B above, the Audit Committee Chair will evaluate whether the complaint constitutes an Accounting Complaint, whether the Accounting Complaint is from an employee and needs to be treated confidentially and anonymously. If the Audit Committee Chair determines that a complaint is an Accounting Complaint, he or she will promptly forward the Accounting Complaint to the Audit Committee, which will determine how to proceed with the investigation. As investigation into the Accounting Complaint proceeds, the Audit Committee Chair will report the results to the Audit Committee at the Audit Committee's direction. Reports on ongoing investigations will be prepared in reasonable detail and may be prepared in addition to the information provided to the Audit Committee (and/ or the Boards, as the case may be) on the Docket.
- ii. The Audit Committee will be free in its discretion to engage outside auditors, legal counsel, or other experts to assist in the investigation, analysis and resolution of Accounting Complaints. For the avoidance of doubt, the Audit Committee may delegate investigatory responsibility to one or more persons, including persons who are not employees of MCB. All investigations will be conducted in a confidential manner, so that information will be disclosed only as needed to facilitate review of the investigation materials or otherwise as may be required by law.
- iii. The Audit Committee may require the assistance of the Chief Financial Officer, his staff, or any other employees of MCB in investigating and resolving any Accounting Complaint. The parameters of any investigation will be determined by the Audit Committee in its discretion and HoldCo and/or the Bank and the respective employees of each, as may be applicable, will cooperate as necessary in connection with any such investigation.
- E. If corrective actions are identified following an investigation, the Audit Committee will oversee that such measures and actions are taken, as the Audit Committee deems appropriate in the circumstances, to address the results of any investigation undertaken pursuant to this Policy.
- F. Notwithstanding the provision of any other policy or procedure of HoldCo or the Bank, including MCB's *Code of Ethics and Reporting Violations and Unethical Behavior Hotline and Whistleblower Procedure*, any communication that is an Accounting Complaint that is communicated by any source (internal or external) to a director, officer or employee of HoldCo or the Bank shall be promptly directed to the Audit Committee Chair to address in accordance with the terms of this Policy.

- G. Any complaints received that are not Accounting Complaints, as determined by the Chairman, shall be directed to the appropriate party in HoldCo or the Bank, as may be applicable and in a manner consistent with MCB's *Code of Ethics and Reporting Violations and Unethical Behavior Hotline and Whistleblower Procedure*.

## 6.2. CONFIDENTIAL AND ANONYMOUS REPORTS BY EMPLOYEES

Employees of MCB are expressly authorized and will be informed that they can make Accounting Complaints using the procedures described in Section 6.1 of this Policy. All Accounting Complaints received from employees will be treated on an anonymous and confidential basis unless otherwise required by law.

## 6.3. SAFEGUARDS AGAINST RETALIATION

Consistent with MCB's enterprise policies and compliance frameworks, the Audit Committee and HoldCo's and Bank's officers and employees will not retaliate or attempt to retaliate, and will not tolerate any retaliation or attempted retaliation by any other person or group, directly or indirectly, against any employee who, in good faith, makes an Accounting Complaint or provides assistance to the Audit Committee, MCB's management, or any governmental, regulatory or law enforcement body, in conducting an investigation or otherwise helping to resolve an Accounting Complaint.

## 6.4. INTERESTED PARTY COMMUNICATIONS WITH THE INDEPENDENT DIRECTORS

Any interested party may make his or her concerns known to the independent directors of MCB by providing such concerns to the Audit Committee Chair through the mechanisms outline in Section 6.1.B above. Any interested person submitting such communications may note the intended recipient of such communications (for example, to all independent directors or any one or more independent directors). The Audit Committee Chair shall promptly forward any communications received by interested parties pursuant to this Section 6.4 to the intended recipient(s) for further handling.

## 6.5. REPORTING TO THE BOARDS

The status of Accounting Complaints, including any report or investigation prepared in response thereto, will be reported by the Audit Committee Chair to the Boards (or independent Directors as determined by the Audit Committee) at each regularly scheduled meeting of the Boards, or at such other interval as the Boards deem appropriate or desirable.

## 6.6. NOTICE TO EMPLOYEES AND PUBLICATION OF POLICY

Along with MCB's *Code of Ethics*, this Policy shall be made available to all employees of the Bank as part of the Bank's employee onboarding and orientation program. In accordance with the

applicable laws, rules and regulations outlined herein, this Policy, including the address and email address specified in Section 6.1, will be made publicly available by MCB on its website; and MCB will disclose this fact in its proxy statements.

## 7. EXCEPTIONS TO THE POLICY

Any exceptions to this Policy must be approved by the Boards, as may be appropriate.

## 8. RECORD RETENTION

The Audit Committee will retain on a strictly confidential basis for a period of seven years (or otherwise as required under the MCB's record retention policies in effect from time to time) all records relating to any Accounting Complaint as well as the investigation and resolution thereof.