

**METROPOLITAN BANK HOLDING CORP.**  
**METROPOLITAN COMMERCIAL BANK**  
**Audit Committee Charter**

**I. Purpose**

The joint Audit Committee (the “Committee”) of Metropolitan Bank Holding Corp. (the “Company”) and Metropolitan Commercial Bank (the “Bank”) (together with the Company, the “Institution”) is established by the Boards of Directors of the Institution to:

- (A) assist the Boards of Directors of the Institution in fulfilling its financially related oversight responsibilities by reviewing:
- 1) The quality and integrity of the Company’s financial statements and other significant written financial information provided to any governmental body or the public;
  - 2) The auditing, accounting and financial reporting processes;
  - 3) The independent registered public accounting firm’s appointment, engagement, compensation, qualifications, independence and performance;
  - 4) The selection, qualifications, performance, and compensation, of the officer with day-to-day oversight of the Internal Audit function (the “Chief Internal Auditor”) and/or any third party engaged to perform any part of the internal audit function;
  - 5) The systems of internal controls regarding financial reporting and the performance of the Institution’s Internal Audit function; and
  - 6) Compliance with legal and regulatory requirements.
- (B) prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K.

Consistent with these functions, the Committee should encourage continuous improvement of, and should foster adherence to, the Institution’s policies, procedures and practices at all levels related to audit and financial matters and internal controls over financial reporting and, when applicable, approve new and amended policies and procedures. The Committee should also provide an open avenue of communication among the independent registered public accounting firm, financial and senior management, Internal Audit, and the Board of Directors.

The Committee has the authority to obtain advice and assistance from outside legal, accounting, or other advisors as deemed appropriate to perform its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for compensation to the independent registered public accounting firm and to any advisers that the Audit Committee

chooses to engage, and for ordinary expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **II. Organization and Membership**

The Committee shall consist of a minimum of three directors, each of whom shall be independent under the standards of the New York Stock Exchange (the “NYSE”) and as defined in Section 10A(m)(3) of the Securities Exchange Act of 1934 and U.S. Securities and Exchange Commission (the “SEC”) Rule 10A-3 thereunder, and free of any relationship that, in the opinion of the Board, would interfere or appear to interfere with their exercise of independent judgment in carrying out the responsibilities of a member of the Committee.

The members of the Committee shall be elected by the Board and shall serve until their successors are duly elected and qualified. Unless a Chair of the Committee is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased.

Any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Corporate Secretary or the Board. The Board may elect a successor to take office when a resignation becomes effective.

## **III. Qualifications**

Each member of the Committee shall be “financially literate” as determined by the Company’s Board in accordance with the NYSE listing standards or will become so within a reasonable period of time thereafter. At least one Committee member shall have past and/or current employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The Company’s Board shall determine whether at least one member of the Committee qualifies as an “Audit Committee Financial Expert” in compliance with the criteria established by the SEC and other relevant regulations. The existence and identity of such member shall be disclosed in periodic filings as required by the SEC.

The Company does not limit the number of public company audit committees on which a Committee member may serve, but if a member serves on more than three other public company audit committees, the Company’s Board must have determined that this simultaneous service would not impair the member’s ability to serve on the Committee, and the Company must disclose this determination in its proxy statement for its annual meeting.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

#### **IV. Meetings**

The Committee shall hold at least four meetings per year and may hold additional meetings as needed or appropriate. A majority of the Committee members shall constitute a quorum and a majority of the members present at any meeting where quorum is present shall decide any questions brought before the Committee. The Chair of the Committee is authorized to call regular and special meetings.

Notice of Committee meetings shall be given to each member at least twenty-four (24) hours prior to such meeting if notice is given in person or by telephone, facsimile or other electronic transmission (*e.g.*, by email) and at least five (5) days prior to such meeting if notice is given in writing and delivered by courier or by postage prepaid mail. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened.

The Committee may meet by conference telephone, video conference, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. The Committee may take action by unanimous written consent.

As part of its job to foster open communication, the Committee should meet periodically with management, Internal Audit and the independent registered public accounting firm in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. Each regularly scheduled meeting shall include an executive session of the Committee absent members of management and on such terms and conditions as the Committee may elect. The Committee may request that any employee of the Institution's staff or others, including legal counsel, attend for that portion of the meeting where their presence could contribute substantively to the subject of discussion.

Minutes of each meeting should be prepared in sufficient detail to convey the substance of discussions held. These minutes should be included with the agenda for the next scheduled Committee meeting and copies will be provided to the Company's Board.

#### **V. Duties and Responsibilities**

The Committee will:

1. Appoint, retain, or replace the independent registered public accounting firm for the purpose of auditing the Company's annual financial statements and internal controls over financial reporting. The Committee will be directly responsible for the compensation and oversight of the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting).

The independent registered public accounting firm will report directly to the Committee;

2. Review the Company's quarterly and annual SEC filings including the financial statements, and management certifications;
3. Review disclosure controls and procedures, internal controls, the internal audit function and corporate policies with respect to financial information;
4. Review and discuss with management, the Chief Internal Auditor and/or the Internal Audit Co-source firm, and the independent registered public accounting firm, (a) the Company's audited annual financial statements and related footnotes and disclosure under Management's Disclosure & Analysis, prior to the filing of the Annual Report on Form 10-K, or the release of any audited financial statements, and recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K and (b) the Company's unaudited quarterly financial statements and related footnotes and disclosure under Management's Disclosure & Analysis, prior to the filing of the Quarterly Report on Form 10-Q;
5. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP (as defined below) information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made);
6. Review and pre-approve all audit engagement fees and terms and all permissible non-audit and tax services to be provided by the independent registered public accounting firm prior to the performance of that work (other than with respect to *de minimis* exceptions permitted by the Sarbanes-Oxley Act of 2002). This duty may be delegated to one or more designated members of the Committee with any such pre-approval reported to the Committee at its next regularly scheduled meeting. The Committee may also adopt policies and procedures for the pre-approval of audit and permissible non-audit services;
7. On an annual basis, review and discuss with the independent registered public accounting firm all significant relationships the independent registered public accounting firm has with the Institution to determine independence. At least annually, obtain and review a report of the independent registered public accounting firm describing the firm's internal quality control procedures, any material issues raised by the most recent internal quality control review, peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, respecting one or more audits carried out by the firm, and any steps taken to deal with any such issues;
8. Annually review and evaluate the qualifications, performance and independence of

the independent registered public accounting firm;

9. Review and evaluate the lead partner of the independent registered public accounting firm;
10. Ensure that the independent registered public accounting firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under applicable independence rules, and more specifically, that the lead audit partner and the audit partner responsible for reviewing the audit are rotated every five (5) years as required by the Sarbanes-Oxley Act of 2002;
11. Consider, as needed, whether it is appropriate to rotate the Company's independent registered public accounting firm;
12. Set clear policies and monitor the Institution's hiring of employees or former employees of the independent registered public accounting firm who were engaged on the Institution's account;
13. Receive from the independent registered public accounting firm and discuss the communications required by Public Company Accounting Oversight Board ("PCAOB") Auditing Standard Number 1301 ("AS No. 1301") regarding the overall audit strategy, timing of the audit, and significant risks, critical accounting policies and practices and the results of the audit. The required communications need not be in writing unless otherwise specified in AS No. 1301, but the communications are required to be made to the Audit Committee prior to the issuance of the independent registered public accounting firm's report;
14. Review with the independent registered public accounting firm any problems or difficulties identified during the audit and management's responses thereto, including any restrictions on the scope of the independent auditor's activities or on access to requested information;
15. Have oversight of the internal audit function on behalf of the Company's Board, including approving all decisions regarding the appointment or removal of the Chief Internal Auditor, approving his or her annual compensation and salary adjustments, assessing whether any budgetary limitations are impeding the ability of the Chief Internal Auditor to execute his or her responsibilities, reviewing and approving the annual internal audit plan, and reviewing internal audit reports and monitoring management's responses. Review with the independent registered public accounting firm the responsibilities, budget, and staffing of the Company's internal audit function;
16. Upon consideration of current internal audit requirements and the resources available to the Company, determine whether outsourcing or co-sourcing any part of the internal audit function is necessary or desirable. If a third-party internal audit firm is used, the vendor performing internal audit functions must maintain its independence and in no event be the same company being used for the external audit function. All other

requirements for use of a third-party internal audit firm will be the same as would be required for a qualified Chief Internal Auditor and the reports rendered will be reviewed, acted upon, and distributed in the same manner. If all, or a portion, of the internal audit function is outsourced or co-sourced to a third party, then management shall assign to an appropriate officer, which may be the Chief Internal Auditor or an Audit Liaison, the function of Internal Audit Manager. The Internal Audit Manager shall be responsible for the day-to-day administrative oversight of the internal audit function, and references herein to the Chief Internal Auditor or Audit Liaison shall mean the Internal Audit Manager as assisted by any third-party internal audit firm.

17. Periodically consult with the independent registered public accounting firm and Chief Internal Auditor without the presence of management about internal controls and the completeness and accuracy of the Institution's financial statements;
18. Consult with management, the independent registered public accounting firm, Chief Internal Auditor, the Chief Credit Officer and Chief Risk Officer to consider the effectiveness of the management and assessment of Institution risk, including its ongoing monitoring and periodic reporting and discuss the Company's guidelines and policies that govern the process by which risk assessment and management is undertaken;
19. In consultation with the independent registered public accounting firm and Chief Internal Auditor, review the integrity, adequacy and effectiveness of the Institution's accounting, financial reporting processes and controls, both internal and external. The review should include (i) information about (a) any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting, and (ii) management's responses to any such circumstance;
20. Review regulatory and accounting matters or initiatives that may have a material impact on the Institution's financial statements, related Institution compliance risk and programs, off-balance sheet structures, and reports received from regulators;
21. Review analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including all critical accounting policies and practices to be used in the audit, any significant changes in the Company's selection or application of accounting principles, and any analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods or treatments and the effect that such alternatives would have on the financial statements;
22. Review and discuss the independent registered public accounting firm's attestation and report on management's internal control report;

23. Review and discuss with management and the independent registered public accounting firm the basis for their respective reports issued pursuant to Part 363 of the FDIC's regulations;
24. Annually approve the report of the Committee in the Company's annual proxy statement;
25. Review and approve as necessary, the established procedures for the confidential receipt, retention, and treatment of concerns regarding corporate accounting, internal accounting controls, and auditing matters, including the confidential anonymous submission by employees of the Institution of concerns regarding questionable accounting or auditing matters.
26. In accordance with the foregoing procedures, review concerns received regarding corporate accounting, internal accounting controls, and auditing matters, oversee investigations into concerns about financial matters, and review the status of resolution of concerns;
27. Review any accounting adjustments that were noted or proposed by the registered independent public accountants but were passed (as immaterial or otherwise);
28. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Company's Board deems necessary or appropriate. The Committee is authorized to access and engage internal and external advisers and resources, as the Committee requires, to carry out its responsibilities;
29. Report, as appropriate, its actions and recommendations fully and promptly to the Company's Board and if necessary, obtain ratification or approval by the Board;
30. Oversee, review, and periodically update the Company's code of business conduct and ethics and review and discuss the Company's systems designed to monitor and promote compliance with applicable laws and regulations, including compliance with the code of business conduct and ethics;
31. Review and evaluate its own performance not less often than annually;
32. Review, at least annually, the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
33. Review and approve the Internal Audit Charter and Internal Audit Policy at least annually.

The foregoing list of duties and responsibilities is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties or as delegated by the Board.

## **VI. Limitation of Audit Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations or to determine the effectiveness of the systems of internal controls regarding financial reporting. These are the responsibilities of management and the independent registered public accounting firm.

Approved: February 27, 2026