

METROPOLITAN BANK HOLDING CORP. COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Metropolitan Bank Holding Corp. (the “Company”) for the primary purpose of assisting the Board in fulfilling its responsibilities relating to the compensation and benefits provided to the Company’s executive management (for the purposes of this Charter, “executive management” means all individuals who hold the title of executive vice president or higher, and any other individuals identified by the Company in its SEC filings as the “executive officers”), directors, and other officers and employees, including employees of Metropolitan Commercial Bank (the “Bank”) or other wholly owned subsidiaries of the Company, as applicable. The Committee is authorized to review, administer, evaluate and recommend benefit plans and overall compensation, including incentive plans and equity-based plans for the Company and its wholly owned subsidiaries. The Committee shall have such further authority as determined by the Board or as set forth in any compensation plan adopted by the Board.

II. Organization and Membership

The Committee shall consist of a minimum of three directors, each of whom shall: (i) be independent under the standards of the New York Stock Exchange and the Securities and Exchange Commission, including Rule 10C-1 of the Securities Exchange Act of 1934, as amended; (ii) qualify as “non-employee directors” under Rule 16b-3 of the SEC Regulations; and (iii) meet such other requirements as many be established from time to time by applicable regulatory bodies or under applicable law. In determining the independence of any director who will serve on the Committee, the Board must consider all relevant factors, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

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.

At the Chair’s discretion, Bank staff members, Advisers (as defined below) or additional persons may be invited to attend the meeting as guests or observers. In particular, the Chair shall ensure the appropriate subject-matter experts are invited in accordance with the meeting’s agenda.

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

III. Meetings

The Committee shall hold at least two meetings per year and may hold additional meetings as needed or appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. A majority of 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.*, 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 any 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.

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.

IV. Duties and Responsibilities

The Committee will:

1. Establish, review, and modify from time to time as appropriate the overall compensation philosophy of the Company. The Committee shall ensure that no compensation plan or practice promotes excessive risk-taking or encourages behavior inconsistent with the Company's vision, strategy or compensation philosophy;
2. Review, evaluate and approve Company goals and objectives relevant to the compensation of the chief executive officer ("CEO"); evaluate the CEO's performance relative to established goals; and review, evaluate, and recommend to the Board the amount of and composition of the compensation of the CEO, including annual base pay, incentive compensation and/or equity grants. The CEO

may not be present during voting or deliberations on their compensation. In determining the long-term incentive component of the Company's CEO compensation, the Committee may consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executives at comparable companies and the amount and mix of incentive awards given to the Company's CEO in past years;

3. Review, evaluate, and recommend to the Board the amount of and composition of the compensation of the Company's non-CEO executive officers, including annual base pay, incentive compensation and/or equity grants. The Company's non-CEO executive management may not be present during voting or deliberations on their compensation;
4. Review, evaluate and oversee the development, implementation and effectiveness of the Company's compensation and benefit plans adopted for the benefit officers and employees, including employees of the Bank or other wholly owned subsidiaries of the Company, including executive perquisites, incentive award programs and equity-based plans. The Committee shall make or recommend to the Board for approval annual award grants to the extent required or permitted under the terms of such plans;
5. To the extent the Committee deems appropriate, periodically review and make recommendations to the Board regarding the Company's human capital management strategies and any significant programs, policies and processes with respect thereto, including as it relates to the impact of the Company's compensation and benefits plans on recruitment, appointment, promotion, performance, succession and retention of the Company's executive management and potential senior managers;
6. Review, evaluate and recommend to the Board for approval the compensation to be paid to directors of the Company and of affiliates of the Company for their service on the Board or the board of directors of any such affiliate, as the case may be;
7. Review, evaluate and recommend to the Board, (a) the terms of employment and severance agreements/arrangements for executive management, including any change of control and indemnification provisions, as well as other compensatory arrangements and (b) the renewal of such agreements as necessary;
8. Review and recommend to the Board for approval the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers;
9. Establish stock ownership guidelines for executive management and directors, and periodically review compliance with such guidelines;
10. Provide oversight for any stock benefit plans adopted by the Company;

11. Review the “Compensation Discussion and Analysis,” discuss it with such members of management and Advisers as the Committee deems necessary, and approve it for inclusion in the Company’s annual report on Form 10-K or the Company’s proxy statement, and prepare and authorize the publication of a compensation committee report in the Company’s proxy statement;
12. Review and recommend to the Board the frequency with which the Company will conduct advisory votes on executive compensation (“Say on Pay”) and review and approve the proposals regarding the Say on Pay and the Say on Pay frequency to be included in the Company’s annual meeting proxy statement. The Committee shall review and assess the results of Say on Pay votes, as well as any other feedback garnered through the Company’s shareholder outreach efforts (which may be in effect from time-to-time) and consider any implications in connection with the Committee’s ongoing determinations and recommendations regarding the Company’s executive compensation policies and practice. The Committee shall oversee management’s engagement with shareholders and proxy advisory firms on executive compensation matters;
13. Review, at least annually, the adequacy of this Charter and recommend any proposed changes to the Board for approval;
14. Review its own performance not less often than annually; and
15. Report, as appropriate, its actions and recommendations fully and promptly to the Board and if necessary, obtain ratification or approval by the Board.

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.

V. Other

The Committee may, in its sole discretion, obtain the advice of or retain and terminate any compensation consultant, legal counsel or other adviser (“Adviser”) to assist the Committee in fulfilling its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser so engaged. The Company shall provide for the funding, as determined by the Committee, for the payment of reasonable compensation to any such Adviser(s).

The Committee may select, or receive advice from, an Adviser (other than in-house counsel) only after taking into consideration factors relevant to that Adviser’s independence from management, including the following: (i) the provision of other services to the Company by the Adviser’s employer; (ii) the amount of fees received from the Company by the Adviser’s employer as a percentage of its total revenue; (iii) the policies and procedures of the Adviser’s employer that are designed to prevent conflicts of interest; (iv) any business or personal relationships between the Adviser and Committee members; (v) the Adviser’s holdings of the Company’s stock; and (vi) any business or personal relationships between the executive officers of the Company and the

Adviser or the Adviser's employer. The Committee may select, or receive advice from any Adviser, including those that are not independent, after considering the foregoing factors.

Approved: February 27, 2026