

Annual Meeting of the Stockholders

April 25, 2018 at 3:00 P.M.

Auditorium, 2nd Floor, Metrobank Plaza,
Sen. Gil J. Puyat Avenue, Urdaneta Village, Makati City

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting Held on April 26, 2017
4. President's Report to the Stockholders
5. Ratification of All Acts and Resolutions of the Board of Directors, Management and All Committees from April 26, 2017 to April 24, 2018
6. Election of Directors for 2018-2019
7. Appointment of External Auditors for 2018-2019
8. Other Matters
9. Adjournment

Stockholders of record as of February 26, 2018 shall be entitled to vote at the Meeting.

If you cannot attend the meeting in person and you wish to be represented, you may designate your authorized representative by submitting a signed proxy document on or before April 20, 2018 to the Stock Transfer Section (Metrobank Trust Banking Group), 17th Floor, GT Tower International, 6813 Ayala Avenue corner H.V. Dela Costa Street, Makati City.

Attached for your convenience is a sample proxy form.

This Agenda and the attached sample proxy form together with the Definitive Information Statement including the Audited Financial Statements will be distributed in compact discs (CD) format to all stockholders as of Record Date. They will also be posted on the Bank's website.



LAARNI D. BERNABE

Assistant Corporate Secretary

EXPLANATORY NOTES TO AGENDA ITEMS THAT WILL BE SUBMITTED FOR RATIFICATION / APPROVAL OF THE STOCKHOLDERS

Agenda Item 1

Call to order

At 3:00 in the afternoon on April 25, 2018, the Chairman, Mr. Arthur V. Ty, will call the 2018 Annual Stockholders' Meeting of Metropolitan Bank & Trust Company, Inc. to order.

Agenda Item 2

Certification of Notice and Quorum

The Corporate Secretary, Atty. Antonio V. Viray, will certify that copies of Notice for the 2018 Annual Stockholders Meeting have been duly sent to the Stockholders as of Record Date of February 26, 2018 as required by the Amended By-Laws. He will also attest whether the required quorum is present for the transaction of the business included in the Agenda.

Agenda Item 3

Approval of the minutes of the Annual Stockholders Meeting held on April 26, 2017:

- i. *Call to Order and Certification of Quorum. The meeting was called to order by Chairman Arthur Ty at 3:00 o'clock in the afternoon. The Corporate Secretary, Antonio V. Viray, certified that there were 2,131,049,957 common shares actually present in person or by proxy, out of the 3,180,172,786 common shares outstanding. This constituted 67.01% of the outstanding capital stock.*

All incumbent directors attended the meeting.

- ii. *Approval of the Minutes of the Annual Stockholders' Meeting held on April 27, 2016 via the following:*

RESOLUTION NO. 052-MBTC-SH-2017

RESOLVED, that the Minutes of the Annual Stockholders' Meeting on April 27, 2016 are hereby approved.

- iii. *President's Report on the performance of Metrobank for 2016, as further detailed in the Annual Report for 2016.*

During the Meeting, stockholders were given the opportunity to be heard. The following questions and comments were raised from the floor:

Stockholder Phillip Turner expressed satisfaction over the improved and well-diversified branch distribution network. At the time of the meeting, branches outside Metro Manila on a consolidated basis already comprised 55% of the branch network. In answer to the question of Mr. Turner, Metrobank President Fabian S. Dee confirmed that this was driven by the branch congestion in Metro Manila coupled with the strong confidence in countryside growth.

Mr. Turner asked whether it would be possible for the annual report to include more details about the Bank's financials, in addition to the Summary Group Financial Statements. Mr. Dee replied that due to environmental concerns, the Bank decided to conserve on paper and instead reflect the complete financial statements in the compact disc accompanying the annual report. The Bank also disclosed and uploaded the same financial statements on the website of the Philippine Stock Exchange where the Bank's shares were being traded.

Mr. Turner then asked about the Bank's impairment losses and what was being done to improve the same. Mr. Dee replied that the Bank's core business was lending, and in terms of impaired loan assets, Metrobank had the best quality portfolio with a Non-Performing Loan Ratio of only 0.94%. In the management of the impaired assets, the Bank follows a prescribed set of guidelines as mandated by existing regulations and internal policies.

- iv. Ratification of All Acts and Resolutions of the Board of Directors, Management, Board and Management Committees from April 27, 2016 to April 25, 2017 via the following:

RESOLUTION NO. 053-MBTC-SH-2017

RESOLVED, that all acts, transactions and resolutions of the Board of Directors, management, board and management committees from April 27, 2016 to April 25, 2017, including among others, the approval of all loans, investments, new Bank products and services and related party transactions, are hereby ratified and confirmed.

- v. Election of the Twelve (12) Directors for the Year 2017 – 2018

Mr. REX C. Drilon II, Chairman of the Corporate Governance and Compensation Committee, explained that the Nominations Committee chaired by Renato C. Valencia and the Corporate Governance and Compensation Committee chaired by Rex C. Drilon II had jointly evaluated the qualifications of all nominees to the Board of Directors, and that the Committees found that the nominees had all the qualifications and none of the disqualifications prescribed by law and regulations, and that out of the twelve (12) nominees, five (5) were nominated as independent directors. Twelve(12) directors were elected for the year 2017-2018:

RESOLUTION NO. 054-MBTC-SH-2017

RESOLVED, that the following are hereby elected as directors of Metrobank effective immediately and until the successors are elected and qualified:

1)	Dr. George S.K. Ty	7)	Mr. Alfred V. Ty
2)	Mr. Arthur Ty	8)	Mr. Jesli A. Lapus*
3)	Mr. Francisco C. Sebastian.	9)	Mr. Robin A. King *
4)	Mr. Fabian S. Dee	10)	Ms. Rex C. Drilon II*
5)	Mr. Vicente R. Cuna, Jr.	11)	Mr. Francisco F. Del Rosario, Jr.*
6)	Mr. Edmund A. Go	12)	Mr. Edgar O. Chua*

* Independent directors

- vi. Election of SGV & Co. as External Auditors via the following:

RESOLUTION NO. 055-MBTC-SH-2017

RESOLVED, that as recommended by the Audit Committee and approved by the Board of Directors, SGV & Co. is hereby appointed as the External Auditors of Metrobank for the year 2017.

There being no other matters for discussion, the meeting was adjourned.

Agenda Item 4

President's Report to the Stockholders

The President will report the highlights on the Financial Performance of Metrobank for the year 2017.

Agenda Item 5

Ratification of Corporate Acts

The matters for ratification include all acts, transactions and resolutions of the Board of Directors, management and all Committees done in the ordinary course of business from April 26, 2017 until April 24, 2018, including, among others, the approval of loans, investments, new Bank products and services and significant related party transactions as reflected in the Definitive Information Statement.

Agenda Item 6

Election of Directors for 2018-2019

The persons listed in the table below have been nominated to become directors for 2018-2019. All directors are elected for a term of one year and until their successors shall have been elected and qualified. The table below indicates their current board position (Chairman, Vice-Chairman, President, Director, Independent Director) board committee assignments, age, academic qualification, date of first appointment, experience, and directorships in other listed companies. With the exception of Mr. Solomon S. Cua, all of them are incumbent directors of Metrobank.

Name	Experience
ARTHUR TY Chairman Chairman, Executive Committee Vice Chairman, IT Steering Committee Member, Anti-Money Laundering Committee Corporate Governance and Compensation Committee Domestic Equity Investments Committee	Mr. Arthur Ty, Filipino, 51 years old, has been the Bank's Chairman since 2012. He was the Bank's President from 2006 to 2012. He has been the Chairman of GTCAP since May 2016 and Metropolitan Bank China (Ltd.) (MBCL) since 2010, Vice-Chairman of PSBank since 2001 and FMIC since 2012. He earned his Bachelor of Science degree in Economics at the University of California, Los Angeles and obtained his Masters in Business Administration degree from Columbia University, New York. His father, Dr. George S. K. Ty, is the Metrobank Group Chairman while his brother Alfred Ty is a Director of Metrobank. He is married to Zandra M. Ty, Metrobank First Vice-President.
FRANCISCO C. SEBASTIAN Vice-Chairman Chairman, Overseas Banking Committee Vice Chairman, Executive Committee Member, Domestic Equity Investments Committee	Mr. Francisco C. Sebastian, Filipino, 63 years old, has been the Vice-Chairman of the Bank since 2006. He joined the Metrobank Group in 1997 as FMIC President until he was appointed Chairman in 2011. He was the Chairman of GTCAP 2014 to April 2016. He has been the Vice-Chairman of GTCAP since May 2016. He earned his AB degree in Economics, Magna Cum Laude, from the Ateneo de Manila University in 1975.
FABIAN S. DEE President Chairman, Manpower Committee Senior Credit Committee IT Governance Committee Member, Executive Committee IT Steering Committee	Mr. Fabian S. Dee, Filipino, 55 years old, became President of Metrobank in 2012. Before becoming President, he headed the National Branch Banking Sector (2006-2012), Account Management Group (2002-2006) and Marketing Center (2001-2002). He has been the Chairman and Director of Metrobank Card Corporation (MCC) since 2006. He has been the Chairman of Metro Remittance Singapore PTE Ltd. since 2010 and SMBC Metro Investment

<p>Overseas Banking Committee Trust Committee</p>	<p>Corporation (SMBC Metro) since 2014. He has been the Chairman of LGU Guarantee Corporation since July 10, 2017, Director of Bancnet since 2015, Director of Bankers Association of the Philippines since 2014 and Trustee of MBFI since 2012. He holds a degree in Management Engineering from the Ateneo de Manila University.</p>
<p>JESLI A. LAPUS Independent Director Chairman, Trust Committee Nominations Committee Vice-Chairman, Risk Oversight Committee Member, Corporate Governance and Compensation Committee</p>	<p>Mr. Jesli A. Lapus, Filipino, 68 years old, became an independent director in 2010. He has been Chairman and Independent Director of STI Education Services Group, Inc. since 2013, Chairman of LBP Service Corporation since 2012 and Optimus Management Services Inc. since 2010. He has been Independent Director of STI Education Systems Holdings Inc. since 2013 and Philippine Life Financial Assurance Corp. since June 2012. He has been a member of the Board of Governors of Information and Communication Technology Academy, Inc. since November 2010. He is the Advisor to the Board since 2013 of Radiowealth Finance Company. He was the Chairman of Manila Tytana Colleges from 2010 to 2013. He has been the Chairman – Center for Tourism of the Asian Institute of Management since 2012. He was the Secretary of the Department of Trade and Industry (2010), Secretary of the Department of Education (2006-2010), Congressman, Third District of Tarlac, House of Representatives (1998-2006) and President/CEO and Vice-Chairman of Land Bank of the Philippines (1992-1998). He is a Certified Public Accountant and holds an Accountancy degree from the Philippine School of Business Administration and a Master's degree in Business Management from the Asian Institute of Management. He has a Doctorate in Public Administration (Honoris Causa) from the Polytechnic University of the Philippines. He also studied Investment Appraisal and Management at Harvard University; Management of Transfer of Technology at INSEAD (France), Project Management at BITS (Sweden); and Personal Financing Planning at UCLA.</p>
<p>ROBIN A. KING Independent Director Chairman, Audit Committee Vice Chairman, Related Party Transactions Committee Member, Risk Oversight Committee Nominations Committee</p>	<p>Mr. Robin A. King, Filipino, 70 years old, was first elected independent director in 2011. He is currently a Director of Makati Sports Club (2017) and a Trustee of Asiapro Foundation since 2016. He was an independent director of FMIC (2010-2011), Toyota Financial Services Philippines Corporation (2008-2010), President and Director of Global Business Bank (1997-2002) and President and Vice-Chairman of International Bank of California (1994-1997). He is a Certified Public Accountant. He obtained his BSBA degree from the University of San Carlos in 1967 and his MBA degree major in Banking and Finance from the University of the Philippines in 1970.</p>
<p>REX C. DRILON II Independent Director Chairman, Corporate Governance and Compensation Committee Related Party Transactions Committee Vice-Chairman, Trust Committee Member, Anti-Money Laundering Committee</p>	<p>Mr. Rex C. Drilon II, Filipino, 71 years old, became an independent director in 2012. He also served as independent director of FMIC (2011-2014). He has been the Vice Chairman of the Institute of Corporate Directors since 2013 and Center for Excellence in Governance since 2016. He has been a member of the Board of Trustees of Institute of Solidarity in Asia since 2010 and Center for School Governance since 2016. He has been the Chairman of Keyland Corporation and YLD Holdings, Inc. since 2012. He was the President of the Institute of Corporate Directors (2010-2012), Chief Operating Officer of Ortigas & Company, Limited Partnership (2001-2010) and CEO of Ayala Land's publicly listed subsidiaries CHI and CPVDC (1998-2001). He has a Business Administration degree from the University of the East. He pursued further studies at the University of Asia and The Pacific.</p>

<p>FRANCISCO F. DEL ROSARIO, JR. Independent Director Chairman, Domestic Equity Investments Committee Member, Audit Committee Corporate Governance and Compensation Committee Overseas Banking Committee</p>	<p>Mr. Francisco F. Del Rosario, Jr., Filipino, 70 years old, was first elected independent director in 2011. He has been a director of Omnipay, Inc. since 2014, and DMCI Homes, Inc.. He has been a Trustee of ABS-CBN Foundation since 2007, Senior Executive Director of PWC Isla Lipana and Chairman for Institute for Solidarity in Asia and Director of Center for Family Advancement since 2016. He was the President and CEO of the Development Bank of the Philippines from 2010 to 2012. He obtained his BSC Accounting and BA Economics degrees from De La Salle University, and his MBM degree from the Asian Institute of Management.</p>
<p>ALFRED V. TY Director Member, Domestic Equity Investments Committee Overseas Banking Committee</p>	<p>Mr. Alfred V. Ty, Filipino, 50 years old, was first elected director in September 2015. He has been the Vice-Chairman of GTCAP since 2012 and TMPC since 2004, the Chairman of Lexus Manila, Inc. since 2008; Federal Land, Inc. (FLI) since 2015; Horizon Land Property Devt. Corp. since 2011; Property Company of Friends, Inc. since 2015 and Vice-Chairman of Omni-Orient Management Corp. since 2013. He has been a Director of Metro Pacific Investment Corp. since 2015 and was appointed its Vice-Chairman in March 2018. He has been the Chairman of Bonifacio Landmark Realty & Devt. Corp. since 2008; Cathay International Resources, Inc. since 2013; Federal Brent Retail, Inc.. He has been the Honorary Consul to the Oriental Republic of Uruguay to the Philippines since 2009; President and Director of Grand Estate Property Corp. since 2001; Chairman and President of Up Swing Corporation since 2012 and Vice-Chairman of Federal Homes, Inc. since 2012. He has been the President and Director of Tytana Corporation since 2015 and Ferum Cee, Inc. since 2011. He has been the Chairman and President of 82 Alpha Holdings Corp. since 2009; President and Director of Great Mark Resources and Grand Titan Capital Holdings, Inc. and Chairman of FLI and Orix Corp. since 2007; President and Director of Global Treasure Holdings, Inc. since 2006; e Executive Vice-President and Director of Philippine Securities Corp. since 2005; e Vice Chairman of Toyota Motor School of Technology since 2013; and Member of the Board of MACEA since 2017. He graduated with a Bachelor of Science degree in Business Administration from the University of Southern California in 1989.</p> <p>His father, Dr. George S.K. Ty, is the Metrobank Group Chairman while his brother Arthur Ty is the Chairman of Metrobank. He is the brother-in-law of First Vice-President Zandra M. Ty.</p>
<p>VICENTE R. CUNA, JR. Director Chairman, IT Steering Committee Member, Executive Committee</p>	<p>Mr. Vicente R. Cuna, Jr., Filipino, 55 years old, became a director of Metrobank in 2014. He has been on secondment from Metrobank as President of PSBank since 2013. He was a director of FMIC from 2011 to 2015. He was the former Head of the Bank's Institutional Banking Sector (2012-2013) and Corporate Banking Group (2006-2012). He is the Chairman of ORIX Auto Leasing Philippines Corporation since March 30, 2016. He graduated from the De La Salle University with a degree in AB Economics and pursued further studies at the Ateneo Graduate School of Business.</p>
<p>EDMUND A. GO Director Chairman, Anti-Money Laundering Committee Risk Oversight Committee Member, IT Steering Committee Trust Committee</p>	<p>Mr. Edmund A. Go, Filipino, 67 years old, was first elected director in 2007. He has been a director of Metropolitan Bank China (Ltd.) since 2010, a member of the Board of Advisors of PSBank since 2009. He has also been a Director for Investments of Ateneo de Manila University since 2010 and Investment Consultant for St. Peter's Life Group since 2011. He was a director of FMIIC Hong Kong from 2001 to 2008. He served as Metrobank Treasurer (2000-2007) and consultant of the Philippine Dealing and Exchange Corp. on Securities Training and Development (2008-2010). Prior to 2000, he held various management positions at Citibank Manila, Hong Kong, Taiwan and New York in the areas of Treasury, Derivatives,</p>

	Investment Banking and Private Banking. He is a Certified Public Accountant and holds a BS Commerce Degree in Accounting, Cum Laude, from the San Beda College and an MBA degree, with distinction, from the Asian Institute of Management.
EDGAR O. CHUA Independent Director Member, Related Party Transaction Committee Anti- Money Laundering Committee Nominations Committee Audit Committee	Mr. Edgar O. Chua, Filipino, 61 years old, is currently an the President and Chief Executive of Cavitex Holdings Inc. He is currently an Independent Director of Integrated Micro-Electronics, Inc. (IMI) and Energy Development Corporation (EDC) since 2013. He is also the Chairman of the Philippine Eagle Foundation (2017), De La Salle University Board (2016), De La Salle Science Foundation (2016), Makati Business Club (2016), Philippine Business for Environment and Integrity Initiative. He is a Trustee/Treasurer of Philippine Business for Education since 2007 and Trustee for College of Saint Benilde (2017), De La Salle Araneta Salikneta (2015), De La Salle National Mission Council, Gawad Kalinga Community Development Foundation, Inc. (2005). He is also a Trustee of Pilipinas Shell Foundation, Inc. (2003), Philippine Disaster Relief Foundation and Chairman of the English-Speaking Union of the Philippines, Inc. (2009). He was the Country Chairman of Shell companies in the Philippines from September 2003 to October 2016. He obtained his Bachelor of Science degree from De La Salle University in 1978.
SOLOMON S. CUA	Mr. Solomon S. Cua, 62 years old, is formerly an Undersecretary of the Department of Finance. He has been the Chairman of Philippine AXA Life, Inc. since 2010 and Charter Ping An Insurance Corporation. He has been a Director of Grand Titan Capital Holdings, Inc. since 2011, Profriends Developer, Inc., and Philippine Newton Global Solutions, Inc. He is President of SC & SSC Holdings, Inc.. and has been the Director / Treasurer of Palm Integrated Commodities, Inc. since 2012 He obtained his Bachelor of Arts (Mathematical Sciences and Economics) degree from the University of Melbourne, Australia; Bachelor of Law from the University of Queensland, Australia and Masters of Laws from the London School of Economics & Political Science, England.

The following were nominated as Independent Directors, namely, Mr. Jesli A. Lopus, Mr. Robin A. King, Mr. Rex C. Drilon II, Mr. Francisco F. Del Rosario, Jr and Mr. Edgar O. Chua. They have always possessed the qualifications and none of the disqualifications of an independent director.

Agenda Item 7

Appointment of External Auditors

SyCip Gorres Velayo & Co., CPAs (SGV) has been the external auditors of the Bank since 1962. Representatives of SGV are expected to be present at the Meeting and will have the opportunity to make a statement if they desire to do so, and will be available to answer appropriate questions from the stockholders.

Ms. Janeth T. Nuñez-Javier, SGV Partner, reviewed/audited the Group’s financial statements as of December 31, 2017 and 2016 and for each of the three years ended December 31, 2017. In compliance with the amended SRC Rule 68 (3) (b) (ix), the signing partners are rotated after every five years reckoned from the year 2002.

The Bank intends to retain SGV as its external auditors for the year 2018 and is submitting the same to the stockholders for ratification as endorsed by the Audit Committee with the approval of the Board of Directors.

Agenda Item 8

Other Matters

The Stockholders may raise questions and comments as may be relevant to the Annual Stockholders Meeting.

Agenda Item 9

Adjournment

After consideration of all business in the Agenda, the Chairman will adjourn the 2018 Annual Stockholders Meeting.

Metrobank's Dividend Policy Statement

The Bank's dividend policy is an integral component of its capital management policy rather than a stand-alone process. Its fundamental and overriding policy is sustainability.

Dividends are declared and paid out of unrestricted retained earnings of the Bank at such intervals as the Board of Directors may determine and in accordance with the provisions of law and the regulations of the BSP and the SEC. Historically, the Bank has declared annual cash dividends equal to P1.00 per common share, equivalent to 5% of the par value.

Cash dividends are subject to approval by at least a majority of the Board of Directors, with the record date not being earlier than 10 trading days from declaration, and the payment date not later than 18 trading days from the record date. On the other hand, stock dividends requires prior clearance from the Bangko Sentral ng Pilipinas, the Securities and Exchange Commission and the Philippine Stock Exchange.

The payment of dividends in the future will depend on the Bank's earnings, cash flow, financial condition, regulatory requirements for capital and other factors. Circumstances which could restrict the payment of cash dividends include, but are not limited to, when the Bank undertakes major projects and developments requiring substantial cash expenditures. The Board of Directors may, at any time, modify the Bank's dividend payout ratio depending on the results of operations and future projects and plans of the Bank.

Voting Procedures

1. Majority vote is required for the following:

- a) Approval of the minutes of the annual meeting of the stockholders held on April 26, 2017
- b) Ratification of Corporate Acts
- c) Election of External Auditors

On the election of directors, nominees receiving the highest number of votes shall be declared elected following the provisions of the Corporation Code.

2. Every stockholder entitled to vote on a particular question or matter involved shall be entitled to one (1) vote for each share of stock in his name. Cumulative voting is allowed provided that the total votes cast by a stockholder shall not exceed the number of shares registered in his name as of the record date multiplied by the number of directors to be elected. Matters submitted to stockholders for ratification shall be decided by the required vote of stockholders present in person or by proxy.
3. Metrobank has not solicited any discretionary authority to cumulative voting.
4. Votes cast at the meeting shall be counted by the Bank's Stock Transfer Agent and validated by SGV & Co.

P R O X Y ¹

The undersigned stockholder of Metropolitan Bank & Trust Company (Metrobank) hereby appoints _____² or in his absence, the Chairman of the meeting, as my/our proxy, to act for me and on my/our behalf at the Metrobank Annual Stockholders' Meeting to be held on April 25, 2018 (and at any adjournment thereof) and to vote for me/us as indicated below or, if no such indication is given, as my/our proxy thinks fit:

	RESOLUTION	FOR	AGAINST	ABSTAIN
1	Approval of the Minutes of the Annual Meeting held on April 26, 2017			
2	Ratification of all Acts and Resolutions of the Board of Directors, Management and All Committees from April 26, 2017 to April 24, 2018			
3	Election of Directors for 2018-2019 1. Arthur Ty 2. Francisco C. Sebastian 3. Fabian S. Dee 4. Jesli A. Lapus 5. Alfred V. Ty 6. Robin A. King 7. Rex C. Drilon II 8. Edmund A. Go 9. Francisco F. Del Rosario, Jr. 10. Vicente R. Cuna, Jr. 11. Edgar O. Chua 12. Solomon S. Cua			
4	Appointment of External Auditor Sycip Gorres Velayo & Co.			

Signature _____

Date _____

¹ To be valid, this proxy must be submitted on or before 5:00 p.m. on April 20, 2018, to the Stock Transfer Section (Metrobank Trust Banking Group), 17/F, GT Tower International, 6813 Ayala Avenue cor. H.V. Dela Costa Street, Makati City.

² If no name is provided, the Chairman of the Meeting will act as the proxy.

THIS PROXY NEED NOT BE NOTARIZED. IF THE STOCKHOLDER ATTENDS IN PERSON AND EXPRESSES HIS INTENTION TO VOTE IN PERSON, THE PROXY WILL BE REVOKED.