

CAPITAL MARKETS ANNOUNCEMENT

Metropolitan Bank Holding Corp. Closes Private Placement of \$25.0 Million of Subordinated Notes due 2027

Sandler O'Neill + Partners, L.P. served as the sole placement agent for this offering.

This transaction is the 100th subordinated note or senior note transaction for a community bank since January 1, 2014 in which Sandler O'Neill acted as a placement agent, sole underwriter, book runner or initial purchaser. Since May 20, 2016, Sandler O'Neill has raised approximately \$2.5 Billion for its clients, capturing a 69.4% market share of announced transactions.¹

About the Offering:

New York, NY – Metropolitan Bank Holding Corp. ("Metropolitan") completed the private placement of \$25.0 million in aggregate principal amount of fixed-to-floating rate subordinated notes to certain institutional accredited investors. Unless earlier redeemed, the notes mature on March 15, 2027, and bear interest at a fixed rate of 6.25% per year, from and including March 8, 2017, to but excluding March 15, 2022. Thereafter, the notes will pay interest at LIBOR plus 426 basis points. The Company intends to use the net proceeds for investments in Metropolitan Commercial Bank as regulatory capital, support loan growth, and other general corporate purposes.

This announcement is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy securities.

About the Company:

Metropolitan Bank Holding Corp. is a New York City-based single-bank holding company and operates a New York State-chartered commercial bank, Metropolitan Commercial Bank, through four locations in Manhattan and Brooklyn and a fifth location in Great Neck, Long Island, which opened in December, 2015. Metropolitan offers a full range of commercial and retail banking products and services backed by a dedicated and experienced staff of bankers.

- (1) Source: Sandler O'Neill Syndicate Desk, Bloomberg. Deal count includes nationwide subordinated debt and senior note offerings for Community Banks; Community Banks defined as banks or bank holding companies with less than \$25 billion in assets.
 (2) Financial data is not pro forma for the offering.

March 8, 2017

6.25% Fixed-to-Floating Rate
Subordinated Notes
due 2027
\$25.0 Million

**Metropolitan
Bank Holding** 

Sole Placement Agent

SANDLER O'NEILL + PARTNERS

Financial Highlights (as of 12/31/2016)²

(\$ in thousands)

Total Assets	\$1,220,301
Total Loans	\$1,052,625
Total Deposits	\$993,781
Total Equity	\$109,491

Bank Level Capital Ratios

TCE / TA	9.83%
Leverage Ratio	10.41%
Tier 1 Risk-Based Capital Ratio	11.24%
Total Risk-Based Capital Ratio	12.38%

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