

COVER SHEET

A S 0 9 6 - 0 0 5 5 5 5

S.E.C. Registration Number

P H I L I P P I N E N A T I O N A L B A N K

Company's Full Name)

9 t h F l o o r P N B F i n a n c i a l C e n t e r

M a c a p a g a l B l v d . , P a s a y C i t y

(Business Address: No. Street City/Town/ Province)

DORIS S. TE
Corporate Secretary
Contact Person

834-0780
Company Telephone Number

1 2 3 1
Month Day
Fiscal Year

Certificate of Independent Director

FORM TYPE

May 29
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



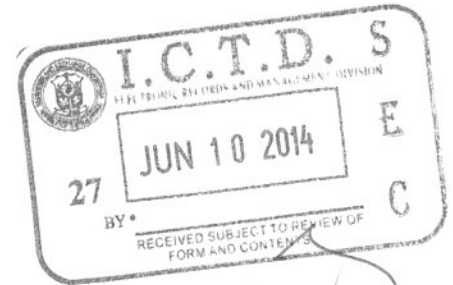
Office of the Corporate Secretary

Direct Lines: 536-0540
Trunk Lines: 891-6040 to 70
Local: 4782

June 6, 2014

Ms. Justina F. Callangan

Director
Corporation Finance Department
Securities and Exchange Commission
SEC Building, EDSA
Greenhills, Mandaluyong City



Dear Director Callangan:

In compliance with the Notice addressed to All Independent Directors issued by the Securities and Exchange Commission (SEC) on October 20, 2006, we are transmitting herewith the Certification of Qualification of Mr. Deogracias N. Vistan as Independent Director of the Philippine National Bank (PNB).

Thank you.

Very truly yours,


DORIS S. TE
Corporate Secretary

Philippine National Bank
PNB Financial Center
Pres. Diosdado Macapagal Blvd.,
Pasay City, Metro Manila 1300,
Philippines

T. (632) 526-3131 to 70/891-6040 to 70
P.O. Box 1884 (Manila)
P.O. Box 410 (Pasay City)
www.pnb.com.ph

Authorized Depository of the Republic of the Philippines
Member: PDIC



PNB

Philippine National Bank

Authorized Depository of the Republic of the Philippines
Trunk Lines: (632) 526-3131 to 70/891-6040 to 70
P.O. Box 1844 (Manila) • P.O. Box 410 (Pasay City)

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **DEOGRACIAS N. VISTAN**, Filipino, of legal age and a resident of Unit E 161 Alexandra Condominium, 29 Meralco Avenue, Pasig City, after having duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of the Philippine National Bank;
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
PNB Capital and Investment Corporation (PNB Capital)	Independent Director	August 1, 2011- Present
PNB Remittance Centers, Inc. (PNB RCI)	Board Advisor	August 10, 2011 - Present
PNB Remittance Company Nevada (PNB RCN)	Board Advisor	April 15, 2013 – Present
PNB (Europe) Plc.	Independent Director	April 16, 2013 – Present
Lorenzo Shipping Corporation	Independent Director and Chair, Audit Committee	2002-Present
U-Bix Corporation	Director and Chair, Marketing Committee	2006-Present
Creamline Dairy Corporation	Chairman	2005-Present
Landbank Countryside Development Foundation, Inc.	Trustee	2006-Present
Pinoy Micro Enterprise Foundation	Chairman	2007-Present
Ramon Magsaysay Award Foundation	Member, Board of Trustees	April 23, 2013 - Present

3. As Chairman/Director of the foregoing companies, the undersigned never exercised any executive and/or management functions, limiting my participation only to presiding over/attending the companies' Board and Stockholders' meetings involving policy matters;
4. I believe I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Philippine National Bank, as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and Regulations;

5. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code; and
6. I shall inform the Corporate Secretary of the Philippine National Bank of any changes in the abovementioned information within five (5) days from its occurrence.

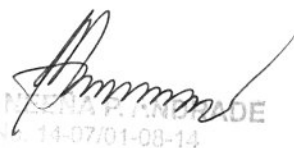
Done this JUN 05 2014 in Pasay City.



DEOGRACIAS A. VISTAN
Independent Director

SUBSCRIBED AND SWORN to before me this JUN 05 2014 in Pasay City, affiant personally appeared before me and exhibited to me his TIN No. 120-155-173.

Doc. No. 408;
Page No. 83;
Book No. I;
Series of 2014



ATTY. VANESSA MEDINA P. ANDRADE
Commission No. 14-07/01-08-14
Roll No. 60168
Notary Public for Pasay City until 12/31/15
9th Floor, PNB Financial Center,
Pres. D. P. Macapagal Blvd., Pasay City
PTR No. 3676169/01-03-14/Pasay City
IBP No. 943763/12-02-13/Tarlac