



# PNB

**Office of the Corporate Secretary**

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

June 2, 2015

**PHILIPPINE DEALING & EXCHANGE CORPORATION**

37<sup>th</sup> Floor, Tower 1, The Enterprise Center  
6766 Ayala Avenue corner Paseo de Roxas  
Makati City

Attention: **Ms. Vina Vanessa S. Salonga**  
Head - Issuer Compliance and Disclosure Department

Dear Ms. Salonga:

We are pleased to furnish the Philippine Dealing and Exchange Corporation (PDEX) copy of our disclosure to the Philippine Stock Exchange regarding the updates in the Annual Corporate Governance Report (ACGR) of the Bank relative to its Annual Stockholders' Meeting held on May 26, 2015.

We trust you will take note accordingly. Thank you.

Very truly yours,

  
**MA. SOCORRO ANTONIETTE G. MARQUEZ**  
Senior Assistant Vice President



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](http://www.pnb.com.ph)

Authorized Depository of the Republic of the Philippines  
Member: PDIC

CR03734-2015

**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM ACGR**

**ANNUAL CORPORATE GOVERNANCE REPORT**

1. Report is Filed for the Year  
Jun 2, 2015
2. Exact Name of Registrant as Specified in its Charter  
Philippine National Bank
3. Address of principal office  
PNB Financial Center, Pres. Diosdado Macapagal Blvd., Pasay City, Metro Manila  
Postal Code  
1300
4. SEC Identification Number  
AS096-005555
5. Industry Classification Code(SEC Use Only)
  
6. BIR Tax Identification No.  
000-188-209-000
7. Issuer's telephone number, including area code  
(632) 8916040 to 70/ (632) 5263131 to 70
8. Former name or former address, if changed from the last report  
Not Applicable

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



**Philippine National Bank  
PNB**

**PSE Disclosure Form ACGR-1 - Annual Corporate Governance Report**  
*Reference: Revised Code of Corporate Governance of the  
Securities and Exchange Commission*

**Description of the Disclosure**

In compliance with the SEC Memorandum Circular No. 1, Series of 2014, re: Guidelines for Changes and Updates in the Annual Corporate Governance Report (ACGR), we are pleased to submit herewith the

updates in the ACGR of the Bank relative to its Annual Stockholders' Meeting held on May 26, 2015.

We trust you will take note accordingly. Thank you.

Filed on behalf by:

Name

Ma. Socorro Antoniette Marquez

Designation

Senior Assistant Vice President

# 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

M e t r o M a n i l a

(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

**Updates in the ACGR**  
FORM TYPE

Last Tuesday of  
May of each year  
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 Line: 536-0540  
Trunk Lines: 891-6040 to 70  
Local: 4782

June 1, 2015

**Ms. Justina F. Callangan**

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

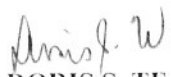
Dear Director Callangan:

In compliance with the SEC Memorandum Circular No. 1, Series of 2014, re: Guidelines for Changes and Updates in the Annual Corporate Governance Report (ACGR), we are pleased to submit herewith the following updates in the ACGR of the Bank relative to its recently held Annual Stockholders' Meeting (ASM) held on May 26, 2015, viz:

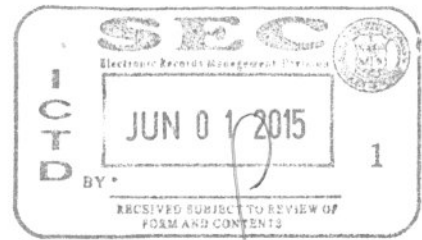
- A. Board of Directors
  - Composition of the Board
  - Shareholding in the Company
  - Changes in the Board of Directors
  - Voting Result of the last ASM
- B. Board Committees
  - Number of Members, Functions and Responsibilities
  - Committee Members
  - Changes in Committee Members
- C. Rights of Stockholders
  - Date of Sending of Notices
  - Date of ASM
  - Questions and Answers, if any, during the ASM
  - Results of ASM Resolutions
  - Date of Publishing of the Result of the Votes
  - Stockholders' Attendance
  - Definitive Information Statements and Management Report
  - Notice of ASM

For your record. Thank you.

Very truly yours,

  
**DORIS S. TE**  
Corporate Secretary

  
**ALICE Z. CORDERO**  
Chief Compliance Officer



**A. BOARD MATTERS**

1) Board of Directors

|   |    |
|---|----|
| Number of Directors per Articles of Incorporation | 15 |
| Actual number of Directors for the year 2015      | 15 |

(a) Composition of the Board (updated as of May 26, 2015)

Complete the table with information on the Board of Directors:

| Director's Name            | Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)] | If nominee, identify the principal | Nominator in the last election (if ID, state the relationship with the nominator) | Date first elected | Date last elected (if ID, state the number of years served as ID) <sup>1</sup> | Elected when (Annual /Special Meeting) | No. of years served as director |
|----------------------------|---|------------------------------------|---|--------------------|--|--|---------------------------------|
| 1. Florencia G. Tarriela   | ID  | N/A                                | Mr. Reynaldo A. Maclang, None   | May 29, 2001       | May 26, 2015 (4 years)   | Annual Meeting                         | 14 years                        |
| 2. Felix Enrico R. Alfiler | ID  | N/A                                | Mr. Reynaldo A. Maclang, None   | Dec. 16, 2011      | May 26, 2015 (4 years)   | Annual Meeting                         | 4 years                         |
| 3. Florido P. Casuela      | NED   | N/A                                | Mr. Reynaldo A. Maclang   | May 30, 2006       | May 26, 2015   | Annual Meeting                         | 9 years                         |
| 4. Leonilo G. Coronel      | NED   | N/A                                | Mr. Reynaldo A. Maclang, None   | May 28, 2013       | May 26, 2015   | Annual Meeting                         | 2 years                         |
| 5. Reynaldo A. Maclang     | ED  | N/A                                | Mr. Reynaldo A. Maclang   | February 9, 2013   | May 26, 2015   | Annual Meeting                         | 2 years                         |
| 6. Estelito P. Mendoza     | NED   | N/A                                | Mr. Reynaldo A. Maclang   | Dec. 23, 2008      | May 26, 2015   | Annual Meeting                         | 7 years                         |
| 7. Christopher J. Nelson   | NED   | N/A                                | Mr. Reynaldo A. Maclang   | May 26, 2015       | May 26, 2015   | Annual Meeting                         | 0                               |
| 8. Federico C. Pascual     | ID  | N/A                                | Mr. Reynaldo A. Maclang, None   | May 27, 2014       | May 26, 2015 (1 year)  | Annual Meeting                         | 1 year                          |
| 9. Cecilio K. Pedro        | ID  | N/A                                | Mr. Reynaldo A. Maclang, None   | February 28, 2014  | May 26, 2015 (1 year)  | Annual Meeting                         | 1 year                          |
| 10. Washington Z. Sycip    | NED   | N/A                                | Mr. Reynaldo A. Maclang   | Dec. 8, 1999       | May 26, 2015   | Annual Meeting                         | 16 years                        |

<sup>1</sup>Reckoned from the election immediately following January 2, 2012.

|                          |     |     |                               |                  |                        |                |          |
|--------------------------|-----|-----|-------------------------------|------------------|------------------------|----------------|----------|
| 11. Harry C. Tan         | NED | N/A | Mr. Reynaldo A. Maclang       | February 9, 2013 | May 26, 2015           | Annual Meeting | 2 years  |
| 12. Lucio C. Tan         | NED | N/A | Mr. Reynaldo A. Maclang       | Dec. 8, 1999     | May 26, 2015           | Annual Meeting | 16 years |
| 13. Lucio K. Tan, Jr.    | NED | N/A | Mr. Reynaldo A. Maclang       | Sept. 28, 2007   | May 26, 2015           | Annual Meeting | 7 years  |
| 14. Michael G. Tan       | NED | N/A | Mr. Reynaldo A. Maclang       | February 9, 2013 | May 26, 2015           | Annual Meeting | 2 years  |
| 15. Deogracias N. Vistan | ID  | N/A | Mr. Reynaldo A. Maclang, None | July 15, 2011    | May 26, 2015 (4 years) | Annual Meeting | 4 years  |

(e) Shareholding in the Company (updated – May 26, 2015)

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

| Name of Director        | Number of Direct shares | Number of Indirect shares / Through (name of record owner) | % of Capital Stock  |
|-------------------------|-------------------------|--|---------------------|
| Florencia G. Tarriela   | 2                       | None   | 0.0000001601        |
| Felix Enrico R. Alfiler | None                    | 10,215<br>(PCD Nominee Corporation – Filipino)             | 0.0008177628        |
| Florido P. Casuela      | None                    | 133<br>(PCD Nominee Corporation – Filipino)                | 0.0000106473        |
| Leonilo G. Coronel      | None                    | 1<br>(PCD Nominee Corporation – Filipino)                  | 0.0000000801        |
| Reynaldo A. Maclang     | 155                     | None   | 0.0000124085        |
| Estelito P. Mendoza     | None                    | 1,150<br>(PCD Nominee Corporation – Filipino)              | 0.0000920634        |
| Christopher J. Nelson   | None                    | 100<br>(PCD Nominee Corporation – Non-Filipino)            | 0.0000080055        |
| Federico C. Pascual     | 38                      | 1<br>(PCD Nominee Corporation – Filipino)                  | 0.0000031222        |
| Cecilio K. Pedro        | 5,000                   | None   | 0.0004002755        |
| Washington Z. Sycip     | 39,111                  | None   | 0.0031310350        |
| Harry C. Tan            | 230                     | None   | 0.0000184127        |
| Dr. Lucio C. Tan        | 14,843,119              | None   | 1.1882673540        |
| Lucio K. Tan, Jr.       | 2,300                   | None   | 0.0001841267        |
| Michael G. Tan          | 250                     | None   | 0.0000200138        |
| Deogracias N. Vistan    | None                    | 100<br>(PCD Nominee Corporation – Filipino)                | 0.0000080055        |
| <b>TOTAL</b>            | <b>14,890,205</b>       | <b>11,700</b>  | <b>1.1929734731</b> |

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal (updated – May 26, 2015)

Indicate any changes in the composition of the Board of Directors that happened during the period:

| Name           | Position | Date of Cessation | Reason             |
|----------------|----------|-------------------|--------------------|
| Joseph T. Chua | Director | May 26, 2015      | Expiration of term |

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Voting Result of the last Annual General Meeting (May 26, 2015)

| Name of Director        | Votes Received |
|-------------------------|----------------|
| Florencia G. Tarriela   | Majority       |
| Felix Enrico R. Alfiler | Majority       |
| Florido P. Casuela      | Majority       |
| Leonilo G. Coronel      | Majority       |
| Reynaldo A. Maclang     | Majority       |
| Estelito P. Mendoza     | Majority       |
| Christopher J. Nelson   | Majority       |
| Federico C. Pascual     | Majority       |
| Cecilio K. Pedro        | Majority       |
| Washington Z. Sycip     | Majority       |
| Harry C. Tan            | Majority       |
| Dr. Lucio C. Tan        | Majority       |
| Lucio K. Tan, Jr.       | Majority       |
| Michael G. Tan          | Majority       |
| Deogracias N. Vistan    | Majority       |



## E. BOARD COMMITTEES

### 1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board: (updated – May 26, 2015)

| Committee   | No. of Members     |                        |                      | Committee Charter |
|---|--------------------|------------------------|----------------------|-------------------|
|   | Executive Director | Non-Executive Director | Independent Director |                   |
| Board Credit and Policy Committee                                   | 1                  | 4                      | 4                    | Yes               |
| Executive Committee (formerly Board Credit Committee)               | 1                  | 5                      | 0                    | Yes               |
| Board Audit and Compliance Committee                                | 0                  | 2                      | 3                    | Yes               |
| Corporate Governance/Nomination Com                                 | 1                  | 3                      | 3                    | Yes               |
| Risk Oversight Committee  | 0                  | 4                      | 1                    | Yes               |
| Trust Committee   | 2*                 | 1                      | 2                    | Yes               |
| Board ICAAP Steering Committee                                      | 1                  | 2                      | 2                    | Yes               |
| Board Oversight Committee – Domestic & Foreign Offices/Subsidiaries | 0                  | 3                      | 4                    | Yes               |
| Board Oversight RPT Committee                                       | 2**                | 0                      | 3                    | Yes               |
| Board I.T. Governance Committee                                     | 0                  | 5                      | 0                    | Yes               |

(\*) *Ex-officio members*

(\*\*) *Non-Voting members*

### 2) Committee Members (updated – May 26, 2015)

#### (a) Board Credit and Policy Committee

| Office        | Name                    | Date of Appointment |
|---------------|-------------------------|---------------------|
| Chairman (ID) | Felix Enrico R. Alfiler | July 17, 2012       |
| Member (NED)  | Florido P. Casuela      | May 26, 2015        |
| Member (ED)   | Reynaldo A. Maclang     | Feb. 9, 2013        |
| Member (NED)  | Christopher J. Nelson   | May 26, 2015        |
| Member (ID)   | Federico C. Pascual     | May 26, 2015        |
| Member (NED)  | Harry C. Tan            | Feb. 9, 2013        |
| Member (NED)  | Michael G. Tan          | Feb. 9, 2013        |
| Member (ID)   | Florencia G. Tarriela   | May 29, 2001        |
| Member (ID)   | Deogracias N. Vistan    | May 29, 2012        |

#### (b) Executive Committee (formerly Board Credit Committee)

| Office         | Name                | Date of Appointment |
|----------------|---------------------|---------------------|
| Chairman (NED) | Florido P. Casuela  | Feb. 9, 2013        |
| Member (NED)   | Leonilo G. Coronel  | May 27, 2014        |
| Member (ED)    | Reynaldo A. Maclang | Feb. 9, 2013        |
| Member (NED)   | Harry C. Tan        | Feb. 9, 2013        |
| Member (NED)   | Lucio K. Tan, Jr.   | May 26, 2015        |
| Member (NED)   | Michael G. Tan      | Feb. 9, 2013        |

(c) Board Audit and Compliance Committee (BACC)

| Office        | Name                    | Date of Appointment |
|---------------|-------------------------|---------------------|
| Chairman (ID) | Deogracias N. Vistan    | August 1, 2011      |
| Member (ID)   | Felix Enrico R. Alfiler | May 27, 2014        |
| Member (NED)  | Florido P. Casuela      | June 25, 2010       |
| Member (NED)  | Christopher J. Nelson   | May 26, 2015        |
| Member (NED)  | Harry C. Tan            | May 27, 2014        |

The BACC shall be composed of at least three (3) Board of Directors, two (2) of whom shall be independent directors, including the Chairman, preferably with accounting, auditing or related financial management expertise or experience. The members of the BACC and the Committee Chair shall be appointed by the Board.

Disclose the profile and qualification of the Audit Committee members.

**DEOGRACIAS N. VISTAN**, 70, Filipino, was elected as an Independent Director of the Bank on August 1, 2011. He obtained his Bachelor of Arts and Bachelor of Science degrees in Business Administration from the De La Salle University and earned his Masters in Business Administration from Wharton Graduate School. Mr. Vistan's extensive banking experience includes being Chairman of United Coconut Planters Bank (2003-2004), Vice Chairman of Metropolitan Bank and Trust Company (2000-2001), and President of Equitable-PCI Bank (2001-2002), Solidbank Corporation (1992-2000) and Land Bank of the Philippines (1986-1992). He also served as President of FNCB Finance (1979-1980). Mr. Vistan held various management positions in Citibank Manila, Cebu and New York (1968-1986). He is a former Presidential Consultant on Housing (2002-2003) and President of the Bankers Association of the Philippines (1997-1999). He is an Independent Director of PNB Capital and Investment Corporation and PNB International Investments Corporation. He is also a member of the Board of Directors of Lorenzo Shipping Corporation and U-Bix Corporation. He is the Chairman of Creamline Daily Corporation and Pinoy Micro Enterprise Foundation. He is currently a member of the Board of Trustees of the Ramon Magsaysay Award Foundation and Landbank Countryside Development Foundation, Inc.

**FELIX ENRICO R. ALFILER**, 65, Filipino, was elected as Vice Chairman/Independent Director of the Bank effective on January 1, 2012. He completed his undergraduate and graduate studies in Statistics at the University of the Philippines in 1973 and 1976, respectively. He undertook various continuing education programs, including financial analysis and policy, at the IMF Institute of Washington, D.C. in 1981 and on the restructured electricity industry of the UK in London in 1996. He has published articles relating to, among others, the globalization of the Philippine financial market, policy responses to surges in capital inflows and the Philippine debt crisis of 1985. He is currently the Chairman/Independent Director of PNB RCI Holdings Co., Ltd. and an Independent Director of PNB-IBJL Leasing and Finance Corporation (formerly Japan-PNB Leasing and Finance Corporation), PNB Savings Bank and PNB International Investments Corp. He previously held various distinguished positions, namely: Philippine Representative to the World Bank Group Executive Board in Washington, D.C., Special Assistant to the Philippine Secretary of Finance for International Operations and Privatization, Director of the Bangko Sentral ng Pilipinas, Assistant to the Governor of the Central Bank of the Philippines, Advisor to the Executive Director at the International Monetary Fund, Associate Director at the Central Bank and Head of the Technical Group of the CB Open Market Committee. Mr. Alfiler was also the Monetary Policy Expert in the Economics Sub-Committee of the 1985-1986 Philippine Debt Negotiating Team which negotiated with over 400 private international creditors for the rescheduling of the Philippines' medium- and long-term foreign debts. In the private sector, Mr. Alfiler was an Advisor at Lazaro Tiu and Associates, Inc., President of Pilgrims (Asia Pacific) Advisors, Ltd., President of the Cement Manufacturers Association of the Philippines (CeMAP), Board Member of the Federation of Philippine Industries (FPI), and Vice President of the Philippine Product Safety and Quality Foundation, Inc. and Convenor for Fair Trade Alliance.

**FLORIDO P. CASUELA**, 73, Filipino, has been serving as a Director of the Bank since May 30, 2006. A Certified Public Accountant, he obtained his degree in Bachelor of Science in Business Administration, Major in Accounting, and his Masters in Business Administration from the University of the Philippines. He took the Advanced Management Program for Overseas Bankers conducted by the Philadelphia National Bank in conjunction with the Wharton School of the University of Pennsylvania. Mr. Casuela was one of the ten (10) awardees of the 2001 Distinguished Alumni Award of the UP College of Business Administration. He is currently the Chairman of PNB Securities, Inc. He is also a Director of PNB Savings Bank, PNB International Investments Corporation, PNB RCI Holdings Co., Ltd. and Surigao Micro Credit Corporation. He is a Senior Consultant of the Bank of Makati, Inc. and a Director of Sagittarius Mines, Inc. as well as its subsidiaries, namely: Hillcrest, Inc., where he is also the President, and Pacificrim Land Realty Corporation, where he is the Chairman. He is a Trustee of the LBP Countryside Development Foundation, Inc. He was formerly the President of Maybank Philippines, Inc., Land Bank of the Philippines, and Surigao Micro Credit Corporation. He was also a Senior Executive Vice President of United Overseas Bank (Westmont Bank), Executive Vice President of PDCP (First Bank), Senior Vice President of Philippine National Bank, First Vice President of Bank of Commerce and Vice President of Metropolitan Bank & Trust Co. Mr. Casuela worked as a Special Assistant to the Chairman of the National Power Corporation and an Audit Staff of Joaquin Cunanán, CPAs. He also held various positions and was a Senior Adviser in the Bangko Sentral ng Pilipinas.

**CHRISTOPHER J. NELSON**, 55, British, was appointed as Board Advisor of the Bank on May 27, 2014 after serving as Director since March 21, 2013. He holds Bachelor of Arts and Masters of Arts degrees in History from Emmanuel College, Cambridge University, U.K., and a Diploma in Marketing from the Institute of Marketing, Cranfield, U.K. He is currently a member of the Board of PNB Holdings Corporation and Chairman of Lux et Sal, the operating company of Domuschula International School, a duly certified International Baccalaureate (IB) World School. Prior to joining the Bank, he was President of Philip Morris Philippines Manufacturing, Inc., a position he held for 10 years. He has an extensive 31 years of experience in the tobacco business, 25 years of which were with Philip Morris International, holding various management positions including Area Director for Saudi Arabia, Kuwait, Gulf Cooperation Council, Yemen, and Horn of Africa. Mr. Nelson is actively involved in various business and non-profit organizations that work for the social and economic upliftment of communities. He is a member of the Board of Trustees of the American Chamber Foundation Philippines, Inc., British Chamber of Commerce of the Philippines, Philippine Band of Mercy and the Federation of Philippine Industries. He was also a former Trustee of Tan Yan Kee Foundation and Director of the American Chamber of Commerce of the Philippines, Inc. Mr. Nelson is a member of the Society of Fellows of the Institute of Corporate Directors.

**HARRY C. TAN**, 69, Filipino, was appointed as a Director of the Bank on February 9, 2013 after serving as a Director of ABC since November 1999. He holds a Bachelor of Science degree in Chemical Engineering from Mapua Institute of Technology. Mr. Tan is currently the Chairman of Bulawan Mining Corporation and a Director of PNB Management Development Corporation, PNB Savings Bank, Allied Commercial Bank and PNB Global Remittance and Financial Company (HK) Limited. He is also the Chairman of the Air Philippines Corporation and the President of Century Park Hotel and Landcom Realty Corporation. He is the Vice Chairman of Lucky Travel Corporation, Eton Properties Philippines, Inc., Tanduary Distillers, Inc., Belton Communities, Inc., and Eton City Inc. He is also the Vice Chairman and Treasurer of LT Group, Inc. He is the Managing Director/Vice Chairman of The Charter House Inc. and is a member of the Board of Directors of various private firms which include Asia Brewery, Inc., Dominion Realty and Construction Corporation, Progressive Farms, Inc., Shareholdings Inc., Himmel Industries, Inc., Tobacco Recyclers Corporation, Basic Holdings Corporation, Pan Asia Securities Inc., Absolut Distillers, Inc., Alliedbankers Insurance Corporation, Asian Alcohol Corporation, REM Development Corporation, Tanduary Brands International Inc., Foremost Farms, Inc., Grandspan Development Corporation, Manufacturing Services and Trade Corporation, PAL Holdings, Inc., and Philip Morris Fortune Tobacco Corporation, Inc. He is also the Chairman for the Tobacco Board of Fortune Tobacco International Corporation.

(d) Corporate Governance Committee\*

| Office        | Name                    | Date of Appointment |
|---------------|-------------------------|---------------------|
| Chairman (ID) | Felix Enrico R. Alfiler | Sept. 27, 2013      |
| Member (ED)   | Reynaldo A. Maclang     | Jan. 16, 2014       |
| Member (NED)  | Christopher J. Nelson   | May 26, 2015        |
| Member (NED)  | Lucio K. Tan, Jr.       | Feb. 9, 2013        |
| Member (NED)  | Michael G. Tan          | Feb. 9, 2013        |
| Member (ID)   | Florencia G. Tarriela   | May 24, 2005        |
| Member (ID)   | Deogracias N. Vistan    | July 15, 2011       |

\* The Corporate Governance Committee acted as the Bank's Nomination and Remuneration

(e) Risk Oversight Committee

| Office         | Name                  | Date of Appointment |
|----------------|-----------------------|---------------------|
| Chairman (NED) | Florido P. Casuela    | May 30, 2006        |
| Member (NED)   | Leonilo G. Coronel    | Sept. 27, 2013      |
| Member (NED)   | Christopher J. Nelson | May 26, 2015        |
| Member (NED)   | Harry C. Tan          | Feb. 9, 2013        |
| Member (ID)    | Florencia G. Tarriela | May 29, 2001        |

(f) Trust Committee

| Office            | Name                | Date of Appointment |
|-------------------|---------------------|---------------------|
| Chairman (NED)    | Leonilo G. Coronel  | May 27, 2014        |
| Member (ID)       | Federico C. Pascual | May 26, 2015        |
| Member (ID)       | Cecilio K. Pedro    | May 27, 2014        |
| Ex-Officio Member | Reynaldo A. Maclang | May 27, 2014        |
| Ex-Officio Member | Roberto S. Vergara  | Jan. 1, 2015        |

(g) Board ICAAP Steering Committee

| Office         | Name                  | Date of Appointment |
|----------------|-----------------------|---------------------|
| Chairman (NED) | Michael G. Tan        | Feb. 9, 2013        |
| Member (NED)   | Florido P. Casuela    | Dec. 10, 2010       |
| Member (ED)    | Reynaldo A. Maclang   | Feb. 9, 2013        |
| Member (ID)    | Florencia G. Tarriela | Dec. 10, 2010       |
| Member (ID)    | Deogracias N. Vistan  | July 15, 2011       |

(h) Board Oversight Committee – Domestic and Foreign Offices/Subsidiaries

| Office        | Name                    | Date of Appointment |
|---------------|-------------------------|---------------------|
| Chairman (ID) | Deogracias N. Vistan    | May 29, 2012        |
| Member (ID)   | Felix Enrico R. Alfiler | May 29, 2012        |
| Member (NED)  | Leonilo G. Coronel      | Sept. 27, 2013      |
| Member (NED)  | Christopher J. Nelson   | May 26, 2015        |
| Member (ID)   | Federico C. Pascual     | May 27, 2014        |
| Member (ID)   | Cecilio K. Pedro        | May 26, 2015        |

## (i) Board Oversight RPT Committee

| Office            | Name                      | Date of Appointment |
|-------------------|---------------------------|---------------------|
| Chairman (ID)     | Federico C. Pascual       | May 27, 2014        |
| Member (ID)       | Felix Enrico R. Alfiler   | Sept. 27, 2013      |
| Member (ID)       | Deogracias N. Vistan      | Sept. 27, 2013      |
| Non-voting Member | Alice Z. Cordero          | Dec. 20, 2013       |
| Non-voting Member | Dioscoro Teodorico L. Lim | Dec. 20, 2013       |

## (j) Board IT Governance Committee

| Office         | Name                  | Date of Appointment |
|----------------|-----------------------|---------------------|
| Chairman (NED) | Leonilo G. Coronel    | April 10, 2014      |
| Member (NED)   | Florido P. Casuela    | April 10, 2014      |
| Member (NED)   | Christopher J. Nelson | May 26, 2015        |
| Member (NED)   | Lucio K. Tan, Jr.     | May 26, 2015        |
| Member (NED)   | Michael G. Tan        | May 26, 2015        |

## 3) Changes in Committee Members (updated – May 26, 2015)

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

| Name of Committee   | Name                  | Reason   |
|---|-----------------------|--|
| 1. Board Credit and Policy Committee                                    | Florido P. Casuela    | Appointed as regular member  |
|   | Christopher J. Nelson | Appointed as new members   |
|   | Federico C. Pascual   |  |
|   | Lucio K. Tan, Jr.     | Appointed to another committee                                     |
| 2. Executive Committee (formerly Board Credit Committee)                | Lucio K. Tan, Jr.     | Appointed as new member  |
|   | Federico C. Pascual   | Appointed to another committee                                     |
|   | Joseph T. Chua        | Expiration of term   |
| 3. Board Audit and Compliance Committee                                 | Christopher J. Nelson | Appointed as new member  |
|   | Federico C. Pascual   | Appointed to another committee                                     |
| 4. Corporate Governance/ Nomination/ Remuneration Committee             | Christopher J. Nelson | Appointed as new member  |
|   | Federico C. Pascual   | Appointed to another committee                                     |
| 5. Risk Oversight Committee   | Christopher J. Nelson | Appointed as new member  |
|   | Joseph T. Chua        | Expiration of term   |
| 6. Trust Committee  | Roberto S. Vergara    | Appointed as ex-officio member replacing Ms. Josephine E. Jolejole |
| 7. Board Oversight Committee – Domestic & Foreign Offices/ Subsidiaries | Christopher J. Nelson | Appointed as new members   |
|   | Cecilio K. Pedro      |  |
|   | Joseph T. Chua        | Expiration of term   |
| 8. Board IT Governance  | Christopher J. Nelson | Appointed as new members   |
|   | Lucio K. Tan, Jr.     |  |

|           |                       |                                |
|-----------|-----------------------|--------------------------------|
| Committee | Michael G. Tan        |                                |
|           | Florencia G. Tarriela | Appointed to another committee |
|           | Cecilio K. Pedro      |                                |
|           | Joseph T. Chua        | Expiration of term             |

## J. RIGHTS OF STOCKHOLDERS

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up? (updated – May 26, 2014)

- a. Date of sending out notices:

For the Annual Stockholders' Meeting held on May 26, 2015 - April 30 to May 5, 2015

In compliance with SRC Rule 20 (3)(c)(iv), the Information Statement, Management Report and written notice of the meeting was sent to the shareholders of record at least fifteen (15) business days prior to the date of the meeting. In addition, the notice of meeting was likewise published alternately for one (1) week from May 10 to 16, 2015 in seven (7) newspapers of general circulation in the Philippines, namely: Philippine Daily Inquirer, Philippine Star, Pilipino Star NGAYON, BusinessWorld, The Manila Times, Business Mirror and The Standard, in accordance with Section 4.4, Article IV of the Bank's Amended By-Laws.

- b. Date of the Annual/Special Stockholders' Meeting:

For the Annual Stockholders' Meeting - May 26, 2015

Section 4.2, Article IV of PNB Amended By-Laws states that "the annual meeting of the stockholders shall be held at the principal office of the Bank or any other place within Metro Manila as may be determined by the majority of the Board of Directors, on the last Tuesday of May of each year unless such day is a legal holiday in which case the business day next following shall be the meeting day for the particular year."

4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting. (updated – May 26, 2015)

There were no questions during the Annual Stockholders' Meeting held on May 26, 2015. However, two stockholders made the following comments:

- Mr. Mariano M. Soria, a stockholder and a retired Philnabanker, took the floor and congratulated the Board of Directors, Management and the ranks for the major accomplishments of the Bank in 2014. He said that it was not only the new Philnabankers who are proud of the achievements of the Bank but the retirees like him as well. He was thankful that the Bank is taking care of its people ever after they retire through the five-year extension of the health maintenance organization (HMO) insurance plan for retirees.
- Mr. Albert Christian Silva, another stockholder, said that Management, particularly the President, should be commended for the 5% increase in net income and the improved ratings by Moody's and Standard & Poors.

5. Result of Annual/Special Stockholders' Meeting's Resolutions

| <b>Annual Stockholders' Meeting<br/>(May 26, 2015)</b>   |                  |                   |                   |
|--|------------------|-------------------|-------------------|
| <b>Resolution</b>  | <b>Approving</b> | <b>Dissenting</b> | <b>Abstaining</b> |
| Confirmation of the Minutes of the 2014 Annual Stockholders' Meeting held on May 27, 2014  | Majority         | -                 | 16,613,610        |
| Notation of President's Report   | Majority         | -                 | 16,897,530        |
| Approval of the Bank's 2014 Annual Report  | Majority         | -                 | 16,897,530        |
| Approval of the ratification of all the acts, resolutions and proceedings of the Board of Directors and Corporate Officers since the 2013 Annual Stockholders' Meeting | Majority         | -                 | 16,897,530        |
| Approval of the Election of the following Directors:   |                  |                   |                   |
| a) Florencia G. Tarriela   | Majority         | 243,569           | 16,613,610        |
| b) Felix Enrico R. Alfiler   | Majority         | 836,741           | 12,651,340        |
| c) Florido P. Casuela  | Majority         | 19,333,884        | 16,613,610        |
| d) Leonilo G. Coronel  | Majority         | 19,225,514        | 16,613,610        |
| e) Reynaldo A. Maclang   | Majority         | 19,207,136        | 16,613,610        |
| f) Estelito P. Mendoza   | Majority         | 25,820,651        | 16,613,610        |
| g) Christopher J. Nelson   | Majority         | 33,649,661        | 16,613,610        |
| h) Federico C. Pascual   | Majority         | 243,569           | 16,613,610        |
| i) Cecilio K. Pedro  | Majority         | 126,748           | 16,613,610        |
| j) Washington Z. Sycip   | Majority         | 19,256,045        | 16,613,610        |
| k) Harry C. Tan  | Majority         | 19,469,083        | 16,613,610        |
| l) Dr. Lucio C. Tan  | Majority         | 21,947,399        | 16,613,610        |
| m) Lucio K. Tan, Jr.   | Majority         | 36,360,606        | 16,613,610        |
| n) Michael G. Tan  | Majority         | 33,893,230        | 16,613,610        |
| o) Deogracias N. Vistan  | Majority         | 115,708           | 16,613,610        |
| Appointment of External Auditor  | Majority         | 261,947           | 16,613,610        |

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions: (updated – May 26, 2015)

The results of the Annual Stockholders' Meeting (ASM) were disclosed to the Bank's regulators, i.e., the Philippine Stock Exchange (PSE), the Bangko Sentral ng Pilipinas (BSP), the Securities and Exchange Commission (SEC) and the Philippine Dealing & Exchange Corporation (PDEX) as required. A press conference was also held after the ASM.

e) Stockholders' Attendance

i. Details of Attendance in the Annual/Special Stockholders' Meeting Held: (updated – May 26, 2015)

| Type of Meeting | Names of Board members / Officers present  | Date of Meeting | Voting Procedure (by poll, show of hands, etc.)         | % of SH Attending in Person | % of SH in Proxy | Total % of SH attendance |
|-----------------|--|-----------------|---|-----------------------------|------------------|--------------------------|
| Annual          | Florencia G. Tarriela, Independent Director<br>Felix Enrico R. Alfiler, Independent Director<br>Florido P. Casuela, Director<br>Joseph T. Chua, Director<br>Leonilo G. Coronel, Director<br>Reynaldo A. Maclang, Director<br>Estelito P. Mendoza, Director<br>Federico C. Pascual, Independent Director<br>Cecilio K. Pedro, Independent Director<br>Michael G. Tan, Director<br>Lucio K. Tan, Jr., Director<br>Deogracias N. Vistan, Independent Director<br>Christopher J. Nelson, Board Advisor<br>William T. Lim, Board Advisor<br>Manuel T. Gonzales, Board Advisor<br>Doris S. Te, Corporate Secretary<br>Cenon C. Audencial, Jr., EVP<br>Horacio E. Cebrero III, EVP<br>Christopher J. Dobles, EVP<br>Jovencio B. Hernandez, EVP<br>Nelson C. Reyes, EVP<br>Yolanda M. Albano, FSVP<br>Alice Z. Cordero, FSVP<br>Zacarias E. Gallardo, Jr., FSVP<br>Miguel Angel G. Gonzalez, FSVP<br>John Howard D. Medina, FSVP<br>Edgardo T. Nallas, FSVP<br>Benjamin S. Oliva, FSVP<br>Aida M. Padilla, FSVP<br>Carmela A. Pama, FSVP<br>Emmanuel German V. Plan II, FSVP<br>Allan L. Ang, SVP<br>Emeline C. Centeno, SVP<br>Elisa M. Cua, SVP<br>Christian Jerome Dobles, SVP<br>Erwin C. Go, SVP<br>Dioscoro Teodorico L. Lim, SVP<br>Ma. Paz D. Lim, SVP<br>Norman Martin C. Reyes, SVP<br>Helen Y. Ang, FVP<br>Manuel C. Bahena, Jr., FVP<br>Josephine E. Jolejole, FVP<br>Arsenia L. Matriano, FVP<br>Nixon S. Ngo, FVP<br>Roberto S. Vergara, FVP<br>Janette Y. Abad Santos, VP<br>Constantino T. Yap, VP | May 26, 2015    | In person and by representative to act by written proxy | 0.004%                      | 84.516%          | 84.520%                  |



b) Definitive Information Statements and Management Report (updated – May 26, 2015)

|   | <b>Annual Stockholders' Meeting<br/>(May 26, 2015)</b>  |
|---|---|
| Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials  | 30,110 stockholders   |
| Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners | April 30 to May 5, 2015   |
| Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders                                  | April 30 to May 5, 2015   |
| State whether CD format or hard copies were distributed   | Distributed in CD format  |
| If yes, indicate whether requesting stockholders were provided hard copies  | Printed (hard) copies of the contents of the CD, i.e., Definitive Information Statement and Management Report, Secretary's Certificate certifying that none of the directors of the Bank are appointed officials of the Government, Statement of Management's Responsibility for Financial Statements, 2014 Audited Financial Statements, Supplemental Schedules and Notice to the Stockholders that the Bank will send out SEC Form 17-Q on or before May 19, 2015 were made available during the meeting. |

c) Does the Notice of Annual/Special Stockholders' Meeting include the following: (updated – May 26, 2015)

|   | <b>Special Stockholders' Meeting</b> | <b>Annual Stockholders' Meeting<br/>(May 26, 2015)</b> |
|---|--------------------------------------|--|
| Each resolution to be taken up deals with only one item.  | Not Applicable                       | Yes  |
| Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election. | Not Applicable                       | Yes  |
| The auditors to be appointed or re-appointed.   | Not Applicable                       | Yes  |
| An explanation of the dividend policy, if any dividend is to be declared.   | Not Applicable                       | No dividend will be declared.                          |
| The amount payable for final dividends.   | Not Applicable                       | Not Applicable   |
| Documents required for proxy vote.  | Not Applicable                       | Proxies are not solicited.                             |

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

Documents required for proxy vote - Stockholders are informed that they may issue and vote by proxies but proxies are not solicited.

\* Not applicable items – These items were not part of the Agenda for the meeting.