



PNB

Office of the Corporate Secretary

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

August 5, 2015

PHILIPPINE DEALING & EXCHANGE CORPORATION

37th 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) a copy of our disclosure to the Philippine Stock Exchange regarding the Certificate of Permit to Offer Securities for Sale issued by the Securities and Exchange Commission on August 4, 2015 in connection with the Registration Statement filed by the Philippine National Bank ("Bank") pursuant to the merger of the Bank and Allied Banking Corporation.

We trust you will take note accordingly. Thank you.

Very truly yours,


MAILA KATRINA Y. ILARDE
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

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. Date of Report (Date of earliest event reported)
Aug 5, 2015
2. SEC Identification Number
AS096-005555
3. BIR Tax Identification No.
000-188-209-000
4. Exact name of issuer as specified in its charter
Philippine National Bank
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
PNB Financial Center, President Diosdado Macapagal Blvd., Pasay City, Philippines
Postal Code
1300
8. Issuer's telephone number, including area code
(632) 8916040 to 70/ (632) 5263131 to 70
9. Former name or former address, if changed since last report
Not Applicable
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	1,249,139,678
11. Indicate the item numbers reported herein
Item 9

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 4-30 - Material Information/Transactions
References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Certificate of Permit to Offer Securities for Sale

Background/Description of the Disclosure

We are pleased to furnish the Exchange a copy of the Certificate of Permit to Offer Securities for Sale issued by the Securities and Exchange Commission ("Commission") on August 4, 2015 in connection with the Registration Statement filed by the Philippine National Bank ("Bank") pursuant to the merger of the Bank and Allied Banking Corporation. The merger was approved by the Commission on January 17, 2013.

We trust you will take note accordingly. Thank you.

Other Relevant Information

None.

Filed on behalf by:

Name

Maila Katrina Ilarde

Designation

Corporate Secretary



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila

MARKETS AND SECURITIES REGULATION DEPARTMENT

IN THE MATTER OF

PHILIPPINE NATIONAL BANK

- Registrant -

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SEC MSRD Order No. 34,
 Series of 2015

Registration of Securities

ORDER

Upon consideration of the Registration Statement and other papers and documents attached thereto which were filed on behalf of **PHILIPPINE NATIONAL BANK ("PNB")**, the Commission resolved in its meeting of July 27, 2015 to render effective the same for the registration of its 423,962,500 common shares with a par value ~~₱~~40.00 per share. The Shares shall be issued by PNB by way of a primary offer to the shareholders of Allied Banking Corporation ("Allied Bank"), whose Merger with PNB was approved by the Securities and Exchange Commission on 17 January 2013, using the Exchange Ratio of 130 PNB common shares for each Allied Bank common share and 22.763 PNB common shares for each Allied Bank preferred share.

Let a Certificate of Permit to Offer Securities for Sale be issued in favor of the subject company authorizing the sale of the aforementioned securities.

SO ORDERED.

EDSA, Mandaluyong City, Philippines,

August 4, 2015.


VICENTE GRACIANO P. FELIX MENO, JR.
 Director



REPUBLIC OF THE PHILIPPINES
Securities and Exchange Commission
MARKETS AND SECURITIES REGULATION DEPARTMENT

CERTIFICATE OF PERMIT TO OFFER SECURITIES FOR SALE

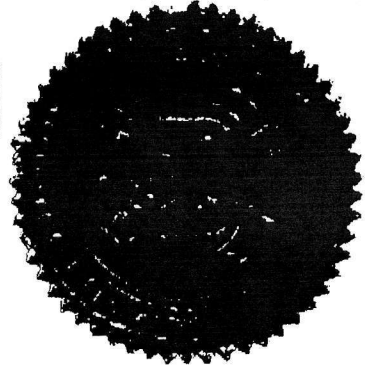
THE ISSUANCE OF THIS CERTIFICATE OF PERMIT IS PERMISSIVE ONLY AND DOES NOT
CONSTITUTE A RECOMMENDATION OR ENDORSEMENT OF THE SECURITIES PERMITTED TO BE ISSUED

THIS IS TO CERTIFY that the securities of

PHILIPPINE NATIONAL BANK

consisting of Four Hundred Twenty Three Million Nine Hundred Sixty Two Thousand Five Hundred (423,962,500) common shares covered under SEC MSRD No. 34, Series of 2015 have been registered and may now be offered for sale or sold to the public subject to full compliance with the provisions of the Securities Regulation Code and its Amended Implementing Rules and Regulations, Revised Code of Corporate Governance and other applicable laws and orders as may be issued by the Commission.

Issued at Mandaluyong City, Philippines this 4th day of August Two Thousand and Fifteen.




VICENTE GRACIANO P. FELIZMENIO, JR.
Director