



OFFICE OF THE CORPORATE SECRETARY

Direct Line: 8536-0540
Trunk Lines: 8891-6040 to 70
Local: 4106

May 26, 2020

PHILIPPINE DEALING & EXCHANGE CORPORATION

29th Floor, BDO Equitable Tower
8751 Paseo de Roxas
Makati City

Attention: **ATTY. MARIE ROSE M. MAGALLEN-LIRIO**
Head - Issuer Compliance and Disclosure Department (ICCD)

Dear Atty. Magallen-Lirio:

We are pleased to furnish the Philippine Dealing and Exchange Corporation (PDEX) copies of the following disclosures to the Philippine Stock Exchange:

1. Results of the Meeting of the Board of Directors held on May 22, 2020
2. Amended Notice of Annual Stockholders' Meeting
3. Appointment of Senior Officer
4. Amendments to By-Laws

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) 8526-3131 to 70 / 8891-6040 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)
May 22, 2020
2. SEC Identification Number
ASO96-005555
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
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
PNB Financial Center, Pres. Diosdado Macapagal Blvd., Pasay City, Metro Manila
Postal Code
1300
8. Issuer's telephone number, including area code
(632) 8891-6040 to 70/(632) 8526-3131 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	1,525,764,850
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

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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

Results of the Meeting of the Board of Directors held on May 22, 2020

Background/Description of the Disclosure

We wish to advise the Exchange that during its meeting held today, May 22, 2020, the PNB Board of Directors approved and confirmed the following:

1. To conduct the 2020 Annual Stockholders' Meeting (ASM) scheduled on June 23, 2020 through remote communication and allow voting in absentia to provide the stockholders a safer mode of attendance and participation in the Bank's ASM;
2. Amendment of the Bank's Amended By-Laws to allow participation through remote communication at stockholders' meetings and Board meetings, subject to shareholder and regulatory approvals;
3. Revised Table of Organization of the Bank;
4. Amendment of the Corporate Governance Manual;
5. Amendment of the Corporate Governance and Sustainability Committee Charter; and
6. Appointment of Mr. Christian Jerome O. Dobles, SVP, as Head of Transformation under the Financial Management Sector, effective May 22, 2020.

We trust you will take note accordingly. Thank you.

Other Relevant Information

None.

Filed on behalf by:

Name	Maila Katrina Ilarde
Designation	Corporate Secretary

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Philippine National Bank

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PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting

References: SRC Rule 17 (SEC Form 17-C) and Sections 7 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Notice of the 2020 Annual Stockholders' Meeting of the Philippine National Bank

Background/Description of the Disclosure

In light of the COVID 19 pandemic, we wish to advise the Exchange that during its meeting held today, May 22, 2020, the PNB Board of Directors approved to conduct the 2020 Annual Stockholders' Meeting (ASM) scheduled on June 23, 2020 through remote communication and allow voting in absentia to provide the stockholders a safer mode of attendance and participation in the Bank's ASM.

On March 27, 2020, the PNB Board of Directors approved the change in the schedule of the Bank's Annual Stockholders' Meeting from April 28, 2020 to June 23, 2020. Likewise, the record date was changed from March 30, 2020 to May 25, 2020.

We trust you will take note accordingly.

Type of Meeting

- Annual
 Special

Date of Approval by Board of Directors	Mar 27, 2020
Date of Stockholders' Meeting	Jun 23, 2020
Time	8:00 a.m.
Venue	The meeting will be conducted through remote communication
Record Date	May 25, 2020

Agenda

The Agenda for the Meeting will be as follows:

1. Call to Order
2. Secretary's Proof of Notice and Quorum
3. Approval of the Minutes of the 2019 Annual Stockholders' Meeting held on April 30, 2019
4. Report of the President on the Results of Operations for the Year 2019
5. Approval of the 2019 Annual Report
6. Approval of the Amendment of By-Laws, as follows:
 - a. Sections 4.6 and 4.7, Article IV, to allow the stockholders to vote through remote communication or in absentia, subject to such rules and regulations as may now or hereafter be imposed by law;
 - b. Section 5.9, Article V, to allow the Board of Directors to participate and vote at Board meetings through remote communication, such as videoconferencing, teleconferencing, or other alternative modes of communication.
7. Ratification of All Legal Acts, Resolutions and Proceedings of the Board of Directors and Corporate Officers since the 2019 Annual Stockholders' Meeting
8. Election of Directors
9. Appointment of External Auditor
10. Other Matters
11. Adjournment

Inclusive Dates of Closing of Stock Transfer Books

Start Date	May 19, 2020
End Date	May 25, 2020

Other Relevant Information

The disclosure was amended to:

1. Reflect that the meeting will be conducted through remote communication; and
2. Include the amendment of the Bank's Amended By-Laws as an item in the agenda.

Filed on behalf by:

Name	Maila Katrina Ilarde
Designation	Corporate Secretary

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**PSE Disclosure Form 4-8 - Change in Directors and/or Officers
(Resignation/Removal or Appointment/Election)
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Appointment of Senior Officer

Background/Description of the Disclosure

We wish to advise the Exchange of the appointment of Mr. Christian Jerome O. Dobles, SVP, as Head of Transformation under the Financial Management Sector, effective May 22, 2020.

We trust you will take note accordingly. Thank you.

Resignation/Removal or Replacement

Name of Person	Position/Designation	Effective Date of Resignation/Cessation of term (mmm/dd/yyyy)	Reason(s) for Resignation/Cessation
N.A.	N.A.	N.A.	N.A.

Election or Appointment

Name of Person	Position/Designation	Date of Appointment/Election (mmm/dd/yyyy)	Effective Date of Appointment Election (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
				Direct	Indirect	
N.A.	N.A.	N.A.	N.A.	0	0	N.A.

Promotion or Change in Designation

Name of Person	Position/Designation		Date of Approval (mmm/dd/yyyy)	Effective Date of Change (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
	From	To			Direct	Indirect	

Christian Jerome O. Dobles	Senior Vice President and Department Head of the Cash Management Systems and Innovation Sales Department under Ecosystem Division of the Institutional Banking Sector	Senior Vice President and Head of Transformation under the Financial Management Sector	May/22/2020	May/22/2020	100	2,242	Under broker - PNB Securities, Inc.
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Other Relevant Information

None.

Filed on behalf by:

Name	Maila Katrina Ilarde
Designation	Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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PSE Disclosure Form 4-4 - Amendments to By-Laws

References: SRC Rule 17 (SEC Form 17-C) and

Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendment of the Amended By-Laws of the Philippine National Bank

Background/Description of the Disclosure

We wish to inform the Exchange, that during its meeting held today, May 22, 2020, the PNB Board of Directors approved the amendment of the By-Laws of the Bank, subject to the approval of the stockholders, the Bangko Sentral ng Pilipinas and Securities and Exchange Commission.

We trust you will take note accordingly.

Date of Approval by Board of Directors	May 22, 2020
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	Bangko Sentral ng Pilipinas
Date of Approval by Relevant Regulatory Agency, if applicable	TBA
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To

Article IV, Section 4.6	Unless otherwise provided by law, a quorum at any stockholders' meeting shall consist of the stockholders representing a majority of the voting stock of the Bank present either in person or by proxy.	Unless otherwise provided by law, a quorum at any stockholders' meeting shall consist of the stockholders representing a majority of the voting stock of the Bank present either in person, through remote communication or in absentia, or by proxy, subject to such rules and regulations as may now or hereafter be imposed by law.
Article IV, Section 4.7	Stockholders entitled to vote at a stockholders' meeting may vote either in person or by proxy the number of shares registered in their respective names in the Stock and Transfer Book of the Bank x x x	Stockholders entitled to vote at a stockholders' meeting may vote either in person, through remote communication or in absentia, or by proxy the number of shares registered in their respective names in the Stock and Transfer Book of the Bank x x x
Article V, Section 5.9	The Board of Directors shall be organized as such immediately after the election of the members thereof in a meeting for which no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings at such particular date, hour or place within the Philippines as the Board may from time to time fix.	The Board of Directors shall be organized as such immediately after the election of the members thereof in a meeting for which no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings at such particular date, hour or place within the Philippines as the Board may from time to time fix. Directors who cannot physically attend any Board meeting may participate and vote through remote communication, such as videoconferencing, teleconferencing, or other alternative modes of communication.

Rationale for the amendment(s)

The proposed amendments are consistent with the Bank's thrust to be in the forefront of technology to better serve its clients, shareholders and stakeholders. As proposed, the Bank is given the option to utilize technology in the exercise of shareholder rights and in the conduct of meetings of the Board of Directors. The proposed amendments are likewise consistent with the provisions of the Revised Corporation Code of the Philippines and Memorandum Circular No. 6, Series of 2020 issued by the Securities and Exchange Commission.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None.

Other Relevant Information

None.

Filed on behalf by:

Name	Maila Katrina Ilarde
Designation	Corporate Secretary