



OFFICE OF THE CORPORATE SECRETARY

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January 15, 2021

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) a copy of our amended disclosure to the Philippine Stock Exchange regarding the additional equity investment in PNB Holdings Corporation, a subsidiary of the Bank.

We trust you will take note accordingly. Thank you.

Very truly yours,



RUTH PAMELA E. TANGHAL
Corporate Secretary

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

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Authorized Depository of the Republic of the Philippines
Member: PDIC

C00260-2021

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)

Jan 14, 2021

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) 8526-3131 to 70/(632) 8891-6040 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 2

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 4-2 - Acquisition/Disposition of Shares of Another Corporation
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Additional Equity Investment in Subsidiary

Background/Description of the Disclosure

On September 25, 2020, the PNB Board of Directors approved to subscribe 466,770,000 additional PNB Holdings Corporation ("PHC") shares with a par value of PhP100.00 per share, to be issued out of the increase in PHC's Authorized Capital Stock, at a subscription price of PhP100.00 per share, in exchange for certain real estate properties of the Bank, subject to regulatory approvals.

We wish to advise the Exchange that today, January 14, 2021, PHC received the Certificate of Approval of Increase of Capital Stock from the Securities and Exchange Commission.

We trust you will take note accordingly.

Date of Approval by Board of Directors

Sep 25, 2020

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

On September 10, 2020, the Board approved a plan to realize the market value of the Bank's prime properties and reduce its low-earning assets to strengthen the Bank's financial position.

Details of the acquisition or disposition

Date

Jan 14, 2021

Manner

The subscription of the additional 466,770,000 PHC shares shall be issued from the increase in PHC's Authorized Capital Stock.

Description of the company to be acquired or sold

PNB Holdings Corporation is a wholly-owned subsidiary of the Philippine National Bank.

The terms and conditions of the transaction

Number of shares to be acquired or disposed

466,770,000

Percentage to the total outstanding shares of the company subject of the transaction

99.46

Price per share

100.00

Nature and amount of consideration given or received

The Bank will subscribe to additional 466,770,000 shares of PHC at a subscription price of PhP100.00 per share or a total consideration of PhP46,677,000,000.00 in exchange for certain real estate properties of the Bank.

Principle followed in determining the amount of consideration

The subscription price was based on the par value per share of PHC shares.

Terms of payment

Exchange of certain real estate properties of the Bank for the additional PHC shares.

Conditions precedent to closing of the transaction, if any

SEC approval of PHC's increase in Authorized Capital Stock.

Any other salient terms

To be determined.

Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
N.A.	N.A.

Effect(s) on the business, financial condition and operations of the Issuer, if any

The subscription forms part of a series of transactions which will be undertaken to realize the market value of the Bank's prime properties and reduce low-earning assets to strengthen the Bank's financial position.

Other Relevant Information

The disclosure was amended to reflect the following:

1. SEC's approval of PHC's increase in Authorized Capital Stock;
2. Date of acquisition/disposition; and
3. Terms of payment.

Filed on behalf by:

Name	Ruth Pamela Tanghal
Designation	Corporate Secretary