

C04381-2020

# 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)  
Jun 23, 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) 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 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.



# PNB

## Philippine National Bank

### PNB

#### 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.

<b>Date of Approval by Board of Directors</b>	May 22, 2020
<b>Date of Approval by Stockholders</b>	Jun 23, 2020
<b>Other Relevant Regulatory Agency, if applicable</b>	Bangko Sentral ng Pilipinas
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	TBA
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	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)**

<b>Expected date of filing the amendments to the By-Laws with the SEC</b>	TBA
<b>Expected date of SEC approval of the Amended By-Laws</b>	TBA

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

None.

**Other Relevant Information**

The disclosure was amended to reflect the date of approval by the stockholders of the Bank.

**Filed on behalf by:**

<b>Name</b>	Maila Katrina Ilarde
<b>Designation</b>	Corporate Secretary