



Corporate Secretary's Office

Direct Line/Telefax No.: 8834-07-80

Trunk Lines: 8891-6040 to 70

Local: 4106

CERTIFICATION

I, **MAILA KATRINA Y. ILARDE**, Corporate Secretary and a duly authorized representative of the Philippine National Bank ("PNB"), a universal banking corporation organized and existing under the laws of the Republic of the Philippines under SEC registration number ASO96-005555, with principal office at the PNB Financial Center, Pres. Diosdado Macapagal Blvd., Pasay City, Metro Manila, do hereby certify and state that:

- 1) PNB will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through Corporate Governance and Finance Department (CGFD) issued on March 30, 2020 in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019);
- 2) The information contained in SEC Form 17-C dated June 23, 2020 is true and correct to the best of my knowledge;
- 3) On behalf of PNB, I hereby undertake to submit hard or physical copies of the SEC Form 17-C dated June 23, 2020, with proper notarization and certification, within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours;
- 4) I am fully aware that non-submission of hard/physical copies of reports as well as certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission; and
- 5) I am executing this certification on June 23, 2020 to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.

MAILA KATRINA Y. ILARDE - DELAPP

Corporate Secretary

Passport No. P5034194A

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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(Business Address: No. Street City/Town/ Province)

MAILA KATRINA Y. ILARDE Corporate Secretary

Contact Person

8834-0780

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

SEC Form 17-C

FORM TYPE

June 23

Month Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.
Number/Section

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Amended Articles

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Total No. of Stockholders

Total amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

S T A M P S

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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. June 23, 2020
Date of Report (Date of earliest event reported)
2. SEC Identification Number ASO96-005555 3. BIR Tax Identification No. 000-188-209-000
4. PHILIPPINE NATIONAL BANK
Exact name of registrant as specified in its charter
5. PHILIPPINES 6. Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. PNB Financial Center, Pres. Diosdado Macapagal Blvd., Pasay City, Metro Manila 1300
Address of principal office
Postal Code
8. (632) 8526-3131 to 70/ (632) 8891-6040 to 70
Issuer's telephone number, including area code
9. Not Applicable
Former name or former address, if changed since last report
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

We wish to advise the Commission that at the Annual Stockholders' Meeting of the Philippine National Bank ("PNB" or the "Bank") held today, the stockholders approved and confirmed the following:

- I. Minutes of the 2019 Annual Stockholders' Meeting held on April 30, 2019
- II. 2019 Annual Report
- III. Amendment of the Bank's Amended 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; and
 - 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.

IV. Election of the following as directors of the Bank to serve as such for a period of one (1) year and until their successors shall have been elected and qualified:

- a. Mr. Felix Enrico R. Alfiler
- b. Mr. Florido P. Casuela
- c. Mr. Leonilo G. Coronel
- d. Mr. Edgar A. Cua
- e. Mr. Estelito P. Mendoza
- f. Mr. Christopher J. Nelson
- g. Mr. Federico C. Pascual
- h. Ms. Sheila T. Pascual
- i. Ms. Carmen K. Tan
- j. Mr. Lucio C. Tan
- k. Mr. Michael G. Tan
- l. Ms. Vivienne K. Tan
- m. Ms. Florencia G. Tarriela
- n. Mr. Jose Arnulfo A. Veloso
- o. Mr. Domingo H. Yap

Mr. Felix Enrico R. Alfiler, Mr. Edgar A. Cua, Mr. Federico C. Pascual, Ms. Florencia G. Tarriela and Mr. Domingo H. Yap were elected as independent directors.

V. Appointment of SGV & Co. as the Bank's external auditor

At the Organizational Meeting of the Board of Directors immediately following the Annual Stockholders' Meeting, the following were appointed to the position(s) set forth after their names:

Florencia G. Tarriela	-	Chairman of the Board
Felix Enrico R. Alfiler	-	Vice Chairman of the Board
Jose Arnulfo A. Veloso	-	President & Chief Executive Officer
Nelson C. Reyes	-	Chief Financial Officer
Isagani A. Cortes	-	Chief Compliance Officer
Simeon T. Yap	-	Chief Risk Officer
Maria Paz D. Lim	-	Treasurer
Maila Katrina Y. Ilarde - DeLapp	-	Corporate Secretary
Manuel C. Bahena, Jr.	-	Chief Legal Counsel
Samuel G. Lazaro	-	OIC – Internal Audit Group

The following were appointed as Board Advisors of the Bank: Mr. Mark M. Chen, Mr. William T. Lim, Mr. Chester Y. Luy and Mr. Harry C. Tan.

In addition, during the said Organizational Meeting, the following were appointed Chairpersons/Members of the Bank's Board Committees:

I. Corporate Governance and Sustainability Committee

	<u>Name</u>	<u>Position</u>
1.	Florencia G. Tarriela*	- Chairman
2.	Felix Enrico R. Alfiler*	- Member
3.	Federico C. Pascual*	- Member
4.	Domingo H. Yap*	- Member

(* - Independent Director

II. Board Audit and Compliance Committee

	<u>Name</u>	<u>Position</u>
1.	Edgar A. Cua*	- Chairman
2.	Felix Enrico R. Alfiler*	- Member
3.	Florencia G. Tarriela*	- Member

III. Risk Oversight Committee

	<u>Name</u>	<u>Position</u>
1.	Federico C. Pascual*	- Chairman
2.	Felix Enrico R. Alfiler*	- Member
3.	Florido P. Casuela	- Member
4.	Edgar A. Cua*	- Member
5.	Leonilo G. Coronel	- Member
6.	Vivienne K. Tan	- Member

IV. Board Oversight RPT Committee

	<u>Name</u>	<u>Position</u>
1.	Domingo H. Yap*	- Chairman
2.	Edgar A. Cua*	- Member
3.	Federico C. Pascual*	- Member

V. Executive Committee

	<u>Name</u>	<u>Position</u>
1.	Florido P. Casuela	- Chairman
2.	Leonilo G. Coronel	- Member
3.	Christopher J. Nelson	- Member
4.	Sheila T. Pascual	- Member
5.	Michael G. Tan	- Member
6.	Vivienne K. Tan	- Member
7.	Jose Arnulfo A. Veloso	- Member
8.	Felix Enrico R. Alfiler	- Non-Voting Member
9.	Florencia G. Tarriela	- Non-Voting Member

VI. Board Strategy and Policy Committee

	<u>Name</u>	<u>Position</u>
1.	Felix Enrico R. Alfiler*	- Chairman
2.	Florido P. Casuela	- Member
3.	Leonilo G. Coronel	- Member
4.	Edgar A. Cua*	- Member
5.	Christopher J. Nelson	- Member
6.	Federico C. Pascual*	- Member
7.	Sheila T. Pascual	- Member
8.	Michael G. Tan	- Member
9.	Vivienne K. Tan	- Member
10.	Florencia G. Tarriela*	- Member
11.	Jose Arnulfo A. Veloso	- Member

(*) - Independent Director

VII. Trust Committee

	<u>Name</u>	<u>Position</u>
1.	Christopher J. Nelson	- Chairman
2.	Vivienne K. Tan	- Member
3.	Federico C. Pascual*	- Member
4.	Sheila T. Pascual	- Member
5.	Jose Arnulfo A. Veloso	- Ex-Officio
6.	Joy Jasmin R. Santos	- Ex-Officio

VIII. Board IT Governance Committee

	<u>Name</u>	<u>Position</u>
1.	Vivienne K. Tan	- Chairman
2.	Florido P. Casuela	- Member
3.	Leonilo G. Coronel	- Member
4.	Christopher J. Nelson	- Member
5.	Florencia G. Tarriela*	- Member
6.	Jose Arnulfo A. Veloso	- Member

(*) - *Independent Director*

We trust you will take note accordingly. Thank you.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILIPPINE NATIONAL BANK

Issuer

June 23, 2020

Date


MAILA KATRINA Y. ILARDE - DELAPP
Corporate Secretary
Signature and Title*

* Print name and title of the signing officer under the signature.