



Corporate Secretary's Office

Direct Line/Telefax No.: 8834-07-80
Trunk Lines: 8891-6040 to 70
Local: 4582

CERTIFICATION

I, **RUTH PAMELA E. TANGHAL**, Corporate Secretary of the Philippine National Bank ("PNB"), a universal banking corporation duly registered under and by virtue of the laws of the Republic of the Philippines with SEC Registration No. ASO96-005555, and with principal office address at the PNB Financial Center, Pres. Diosdado Macapagal Blvd., Pasay City, Metro Manila, on oath state:

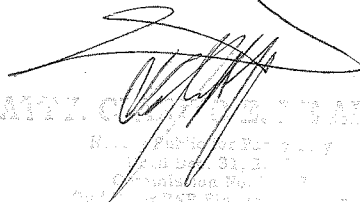
1. That I have caused this SEC Form 17-C to be prepared on behalf of PNB;
2. That I read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
3. That the company, PNB, will comply with the requirements set forth in SEC Notice dated May 12, 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
4. That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of the filing fee; and
5. That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submission to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand on May 26, 2021 in Pasay City, Metro Manila, Philippines.


RUTH PAMELA E. TANGHAL
 Corporate Secretary

SUBSCRIBED AND SWORN to before me on MAY 26 2021 in Pasay City, affiant exhibited to me her TIN 216-805-132.

Doc. No. 185
 Page No. 38
 Book No. 27
 Series of 2021.


 NOTARY PUBLIC
 RUTH PAMELA E. TANGHAL
 SEC Registration No. ASO96-005555
 PNB Financial Center
 Pres. Diosdado Macapagal Blvd., Pasay City
 Metro Manila 1306
 ID No. 121112 / Nov. 3, 2011 / 0521
 PIR No. 7030052 / Jan. 08, 2011 / 111
 SEC Reg. Certificate No. V1-0017857 / Feb. 14, 2019

COVER SHEET

A S O 9 6 - 0 0 5 5 5 5

S.E.C. Registration Number

P H I L I P P I N E N A T I O N A L B A N K

(Empty grid for Company's Full Name)

Company's Full Name)

9 t h F l o o r P N B F i n a n c i a l C e n t e r

M a c a p a g a l B l v d . , P a s a y C i t y

M e t r o M a n i l a

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

RUTH PAMELA E. TANGHAL
Corporate Secretary

Contact Person

8834-0780

Company Telephone Number

1 2

Month Day
Fiscal Year

3 1

SEC Form 17-C

FORM TYPE

April 27

Month Day
Annual Meeting

(Empty box for Secondary License Type)

Secondary License Type, If Applicable

(Empty grid for Dept. Requiring this Doc.)

Dept. Requiring this Doc.

(Empty box for Amended Articles Number/Section)

Amended Articles Number/Section

(Empty box for Total No. of Stockholders)

Total No. of Stockholders

Total amount of Borrowings

(Empty box for Domestic Borrowings)

Domestic

(Empty box for Foreign Borrowings)

Foreign

To be accomplished by SEC Personnel concerned

(Empty grid for File Number)

File Number

_____ LCU

(Empty grid for Document I.D.)

Document I.D.

_____ Cashier

STAMPS

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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. May 26, 2021
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 advise you that on May 25, 2021, we received the Certificate of Filing of Amended By-Laws issued by the Commission on May 24, 2021.

The following are the amended provisions of the Amended By-Laws of the Bank:

Section 4.6 Quorum. 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. *(As amended by a majority vote of the Board of Directors in the meeting held on May 22, 2020 and by the affirmative vote of the stockholders representing at least a majority vote of the outstanding capital stock of the Bank at the Annual Stockholders' Meeting held on June 23, 2020.)*

Section 4.7 Right to Vote; Proxies. 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. Proxies shall be in writing, signed by the stockholder and duly presented to the Secretary for inspection and recorded not later than 5:00 o'clock in the afternoon five (5) calendar days prior to the date of said meeting. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time. *(As amended by a majority vote of the Board of Directors in the meeting held on May 22, 2020 and by the affirmative vote of the stockholders representing at least a majority vote of the outstanding capital stock of the Bank at the Annual Stockholders' Meeting held on June 23, 2020.)*

Section 5.9 Regular Meetings. 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. *(As amended by a majority vote of the Board of Directors in the meeting held on May 22, 2020 and by the affirmative vote of the stockholders representing at least a majority vote of the outstanding capital stock of the Bank at the Annual Stockholders' Meeting held on June 23, 2020.)*

We trust you will take note accordingly. Thank you.

SIGNATURES

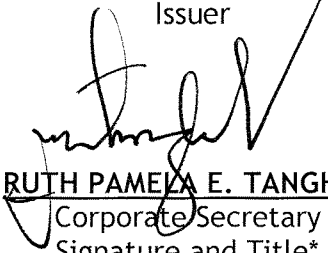
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILIPPINE NATIONAL BANK

Issuer

May 26, 2021

Date



RUTH PAMELA E. TANGHAL
Corporate Secretary
Signature and Title*

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