



**OFFICE OF THE CORPORATE SECRETARY**

Direct Line: 8536-0540  
Trunk Lines: 8891-6040 to 70  
Locals: 4582/4106

October 17, 2024

**PHILIPPINE DEALING & EXCHANGE CORPORATION**

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

Attention: **ATTY. SUZY CLAIRE R. SELLEZA**  
Head, Issuer Compliance and Disclosure Department  
Philippine Dealing & Exchange Corporation

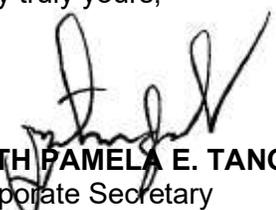
Subject: **Material Information and Corporate Actions – Mandate Announcement on PNB’s  
US\$ Sustainability Regulation S Offering (Amended-1)**

Dear Atty. Selleza:

We are pleased to furnish the Philippine Dealing and Exchange Corporation (PDEX) a copy of our amended disclosure to the Philippine Stock Exchange, Inc. regarding the mandate announcement on the Bank’s US\$ Sustainability Regulation S Offering.

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

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](http://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)  
Oct 17, 2024
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, President Diosdado Macapagal Boulevard, Pasay City, Metro  
Manila  
Postal Code  
1300
8. Issuer's telephone number, including area code  
(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.*



# PNB

## Philippine National Bank PNB

**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

Philippine National Bank – US\$ Sustainability REG S – MANDATE ANNOUNCEMENT

### Background/Description of the Disclosure

Philippine National Bank (the “Issuer”), rated Baa3 (Positive) by Moody’s, has mandated ING and J.P. Morgan as Joint Lead Managers and Joint Bookrunners to arrange a series of fixed income investor meetings commencing on 14 October 2024.

A USD-denominated benchmark-sized Sustainability Regulation S offering of 5-year senior notes (the “Notes”) under the Issuer’s USD2 billion EMTN programme (the “Programme”) may follow, subject to market conditions. PNB Capital is the Sole Global Coordinator in relation to the Programme.

Refer to the attached file for the Final Price Guidance (FPG) and other details about the Notes issuance.

### Other Relevant Information

The disclosure was amended to provide the Final Price Guidance and other details about the Notes issuance.

### Filed on behalf by:

<b>Name</b>	Ruth Pamela Tanghal
<b>Designation</b>	Corporate Secretary

\*\*\* PHILIPPINE NATIONAL BANK - US\$ SUSTAINABILITY REGS – FINAL PRICE GUIDANCE \*\*\*

ISSUER:	Philippine National Bank (“PNB”)
ISSUER RATING	Baa3 (Moody’s)
EXP. ISSUE RATING:	Baa3 (Moody’s)
ISSUE:	Fixed rate senior unsecured notes (the “Notes”)
ISSUE FORMAT:	Reg S Only, drawdown under PNB’s USD2 billion EMTN Programme
ISSUE SIZE:	USD 300mm
TENOR:	5-Year
UST/HEDGE REFERENCE:	T 3 ½ 09/30/29 (CT5)
UST YIELD/PRICE:	98-16¼ / 3.83%
REOFFER SPREAD:	CT5 + 102bps
REOFFER YIELD:	4.85%
REOFFER PRICE:	100
COUPON	4.85%, s/a. 30/360
SETTLEMENT DATE:	Oct 23rd, 2024
MATURITY DATE:	Oct 23rd, 2029
USE OF PROCEEDS:	Net proceeds shall be used to finance or refinance, in whole or in part, the Eligible Assets in accordance with certain prescribed eligibility criteria as described in the Sustainability Financing Framework.
LISTING:	Singapore Exchange Securities Trading Limited (“SGX-ST”)
CLEARING SYSTEM:	Euroclear / Clearstream
GOVERNING LAW:	English Law
MINIMUM DENOMS:	USD200k x 1k
JOINT LEAD MANAGERS AND JOINT BOOKRUNNERS:	ING, J.P. Morgan (B&D)
ISIN:	XS2921409756



**Corporate Secretary's Office**

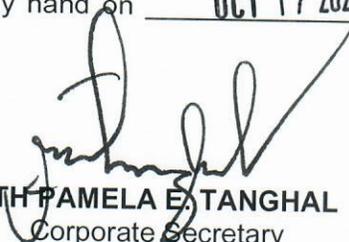
Direct Line/Telefax No.: 8834-07-80  
Trunk Lines: 8891-6040 to 70  
Local: 4582

**CERTIFICATION**

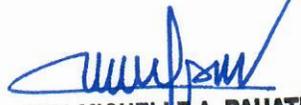
I, **RUTH PAMELA E. TANGHAL**, Corporate Secretary of the Philippine National Bank ("PNB"), a universal banking corporation duly registered under and by virtue of the laws of the Republic of the Philippines with SEC Registration No. ASO96-005555, and with principal office address at the PNB Financial 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 OCT 17 2024 in PASAY CITY, Metro Manila, Philippines.

  
**RUTH PAMELA E. TANGHAL**  
 Corporate Secretary

SUBSCRIBED AND SWORN to before me on OCT 17 2024 in Pasay City, affiant exhibited to me her TIN 216-805-132.

  
**ATTY. MICHELLE A. PAHATI**  
 Notary Public for Pasay City  
 Commission No. 23-29; valid until 12-31-24  
 Roll No. 45737/Lifetime Member No. 013500  
 PTR No. 8058699/ 05 January 2023/ Pasay City  
 MCLE Compliance No. VII-0028408  
 PNB Financial Center, Pres. Macapagal Blvd., Pasay City

Doc. No. 192  
 Page No. 40  
 Book No. VI  
 Series of 2024.

# 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)

<b>RUTH PAMELA E. TANGHAL</b> Corporate Secretary
--

Contact Person

<b>8834-0780</b>
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Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

<b>SEC Form 17-C</b>
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FORM TYPE

<b>April 30</b>
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Month Day  
Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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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

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Document I.D.

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Cashier

<b>STAMPS</b>
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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. October 17, 2024  
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 Province, country or other jurisdiction of  
incorporation
6.  (Use Only) Industry Classification Code:  
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

Further to our letter dated October 11, 2024, we submit herewith to the Commission the Final Price Guidance (FPG) and other details about the US\$ Sustainability Regulation S Offering of the Bank.

We trust you will take note accordingly. Thank you.

**SIGNATURES**

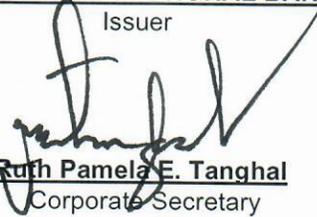
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PHILIPPINE NATIONAL BANK**

Issuer

**October 17, 2024**

Date



**Ruth Pamela E. Tanghal**  
Corporate Secretary  
Signature and Title\*

\* Print name and title of the signing officer under the signature.  
SEC Form 17-C  
December 2003

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