



**OFFICE OF THE CORPORATE SECRETARY**

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

March 3, 2025

**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

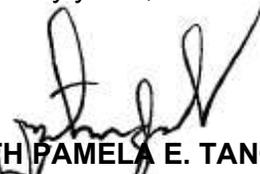
Subject: Notice of Annual Stockholders' Meeting (Amended-1)

Dear Atty. Selleza:

We are pleased to furnish the Philippine Dealing & Exchange Corporation (PDEX) a copy of the amended disclosure of the Bank to the Philippine Stock Exchange, Inc. regarding its Notice of 2025 Annual Stockholders' Meeting.

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)  
Feb 28, 2025
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 7-1 - Notice of Annual or Special Stockholders' Meeting References: SRC Rule 17 (SEC Form 17-C) and Sections 7 and 4.4 of the Revised Disclosure Rules

#### Subject of the Disclosure

Notice of the 2025 Annual Stockholders' Meeting of the Philippine National Bank

#### Background/Description of the Disclosure

On January 24, 2025, the PNB Board of Directors approved and confirmed the holding of the Annual Stockholders' Meeting (ASM) of the Bank on April 29, 2025, at 8:00 a.m. through remote communication and allow voting in absentia to provide the stockholders a safer mode of attending and participating in the Bank's ASM. Only stockholders of record as of March 31, 2025, will be entitled to notice of and to vote at the meeting.

We wish to advise the Exchange that during its meeting held today, February 28, 2025, the PNB Board of Directors approved and confirmed the amendment of Section 5.8 of the PNB Amended By-Laws on Per Diem of Directors in compliance with the provisions of the Revised Corporation Code of the Philippines and other applicable laws and regulations, subject to shareholder and regulatory approvals.

We trust you will take note accordingly. Thank you.

#### Type of Meeting

- Annual  
 Special

<b>Date of Approval by Board of Directors</b>	Jan 24, 2025
<b>Date of Stockholders' Meeting</b>	Apr 29, 2025
<b>Time</b>	8:00 a.m.
<b>Venue</b>	The meeting will be conducted through remote communication.
<b>Record Date</b>	Mar 31, 2025
<b>Agenda</b>	<p>The Agenda for the Meeting will be as follows:</p> <ol style="list-style-type: none"> <li>1. Call to Order</li> <li>2. Secretary's Proof of Notice and Quorum</li> <li>3. Approval of the Minutes of the 2024 Annual Stockholders' Meeting held on April 30, 2024</li> <li>4. Report of the President on the Results of Operations for the Year 2024</li> <li>5. Approval of the 2024 Annual Report</li> <li>6. Approval of the Amendment of Section 5.8, Article V of the Bank's By-Laws</li> <li>7. Ratification of All Legal Acts, Resolutions and Proceedings of the Board of Directors and Corporate Officers since the 2024 Annual Stockholders' Meeting</li> <li>8. Election of Directors</li> <li>9. Appointment of External Auditor</li> <li>10. Other Matters</li> <li>11. Adjournment</li> </ol>

**Inclusive Dates of Closing of Stock Transfer Books**

<b>Start Date</b>	Mar 25, 2025
<b>End Date</b>	Mar 31, 2025

**Other Relevant Information**

The disclosure was amended to include the amendment of the Bank's By-Laws in the agenda.

**Filed on behalf by:**

<b>Name</b>	Michelle Pahati-Manuel
<b>Designation</b>	Assistant Corporate Secretary



**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 JAN 24 2025 in PASAY CITY, Metro Manila, Philippines.

  
**RUTH PAMELA E. TANGHAL**  
 Corporate Secretary

SUBSCRIBED AND SWORN to before me on JAN 24 2025 in Pasay City, affiant exhibited to me her TIN 216-805-132.

  
**ATTY. MICHELLE A. PAHATU**  
 Roll No. 45737/ IBP Lifetime Member No. 013500  
 Notary Public for Pasay City until 31 December 2026/ Commission No. 25-12  
 9F PNB Financial Center, Pres. Macapagal Blvd., Pasay City  
 PTR No. 8833584 - 03 January 2025 - Pasay City

Doc. No. 185  
 Page No. 58  
 Book No. VII  
 Series of 2024



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. January 24, 2025  
Date of Report (Date of earliest event reported)
2. SEC Identification Number AS096-005555 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:
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 during its meeting held today, January 24, 2025, the PNB Board of Directors approved and confirmed the following:

1. Holding of the Bank's Annual Stockholders' Meeting (ASM) on April 29, 2025, at 8:00 a.m. through remote communication and allow voting *in absentia* to provide the stockholders a safer mode of attending and participating in the Bank's ASM. Only stockholders of record as of March 31, 2025, will be entitled to notice of and to vote at the meeting.

The Agenda for the Meeting will be as follows:

1. Call to Order
2. Secretary's Proof of Notice and Quorum
3. Approval of the Minutes of the 2024 Annual Stockholders' Meeting held on April 30, 2024
4. Report of the President on the Results of Operations for the Year 2024
5. Approval of the 2024 Annual Report

6. Ratification of All Legal Acts, Resolutions and Proceedings of the Board of Directors and Corporate Officers since the 2024 Annual Stockholders' Meeting
  7. Election of Directors
  8. Appointment of External Auditor
  9. Other Matters
  10. Adjournment
- 
2. Dissolution of Marketing and Brand Management Sector Head position, effective February 1, 2025.

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

**January 24, 2025**

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



**Corporate Secretary's Office**

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

Trunk Lines: 8891-6040 to 70

Local: 4582

**CERTIFICATION**

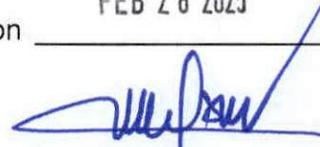
I, **RUTH PAMELA E. TANGHAL**, Corporate Secretary of the Philippine National Bank ("PNB"), a universal banking corporation duly registered under and by virtue of the laws of the Republic of the Philippines with SEC Registration No. ASO96-005555, and with principal office address at the PNB Financial 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 FEB 28 2025 in PASAY CITY, Metro Manila, Philippines.

  
**RUTH PAMELA E. TANGHAL**  
Corporate Secretary  
FEB 28 2025

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

  
**ATTY. MICHELLE A. PAHATI**  
Roll No. 45737/IBP Lifetime Member No. 013500  
Notary Public for Pasay City until 31 December 2026/ Commission No. 25-1  
9F PNB Financial Center, Pres. Macapagal Blvd., Pasay City  
PTR No. 8833584 - 03 January 2025 - Pasay City

Doc. No. 270  
Page No. 57  
Book No. VII  
Series of 2025.



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. February 28, 2025  
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: Items 4 and 9

We wish to advise the Commission that during its meeting held today, February 28, 2025, the PNB Board of Directors approved and confirmed the following:

1. Nominees to the Board of Directors of the Bank for the year 2025-2026, as endorsed by the Corporate Governance and Sustainability Committee:
  1. Florido P. Casuela
  2. Edgar A. Cua
  3. Judith V. Lopez
  4. Chester Y. Luy
  5. Geocel D. Olanday
  6. Isabelita M. Papa
  7. Sheila T. Pascual
  8. Wilfrido E. Sanchez
  9. Eusebio V. Tan
  10. Lucio C. Tan III
  11. Michael G. Tan

12. Vivienne K. Tan
13. Maria Almasara Cyd N. Tuaño-Amador
14. Marcia T. Uy
15. Cesar L. Villanueva

Ms. Judith V. Lopez, Mr. Geocel D. Olanday, Ms. Isabelita M. Papa, Ms. Maria Almasara Cyd N. Tuaño-Amador and Ms. Marcia T. Uy were nominated as Independent Directors.

2. Amendments to the Corporate Governance Manual;
3. Revisions to the Board Oversight RPT Committee Charter;
4. Amendment of Section 5.8 of the PNB Amended By-Laws on Per Diem of Directors in compliance with the provisions of the Revised Corporation Code of the Philippines and other applicable laws and regulations, subject to shareholder and regulatory approvals;
5. Establishment of Php Bond and Commercial Paper Program of up to ₱50.0B in one or more tranches; and
6. Cash dividend declaration in the amount of ₱2.76 per common share, to be taken out of the Unrestricted Retained Earnings as of December 31, 2024, to be paid as follows:

	Amount Per Common Share	Record Date	Payment Date
First Tranche	₱1.38	March 14, 2025	April 2, 2025
Second Tranche	₱1.38	September 15, 2025	October 1, 2025

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

**RUTH PAMELA E. TANGHAL**

Corporate Secretary  
Signature and Title\*

**February 28, 2025**

Date