



OFFICE OF THE CORPORATE SECRETARY

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

3 March 2026

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: Amendments to By-Laws [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 approval of the Bank's Amended By-Laws by the Bangko Sentral ng Pilipinas (BSP).

We trust that you will take note accordingly.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Michael D. Uy', is written over the typed name and title.

ATTY. MICHAEL D. UY
Department Head

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)
Mar 3, 2026
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 4-4 - 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

On 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.

Date of Approval by Board of Directors	Feb 28, 2025
Date of Approval by Stockholders	Apr 29, 2025
Other Relevant Regulatory Agency, if applicable	Bangko Sentral ng Pilipinas
Date of Approval by Relevant Regulatory Agency, if applicable	Feb 23, 2026
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Article V, Section 5.8	Section 5.8. Compensation. Directors, as such, shall receive such compensation for their services as may from time to time be fixed by the stockholders subject to the limitations set forth in Section 30 of the Corporation Code. Each director shall also be entitled to a reasonable per diem, as may be determined by the Board.	Section 5.8. Per Diem. Each director, except for the President, shall be entitled to reasonable per diem pursuant to Section 29 of the Revised Corporation Code, which the President is authorized to fix and/or increase based on industry practice, performance of the Bank, or other analogous factors.

Rationale for the amendment(s)

The proposed amendment will ensure alignment of the Bank's Amended By-Laws with the provisions of the Revised Corporation Code of the Philippines and other applicable laws and regulations, and enhance the Bank's overall corporate governance practices.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	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 approval by the stockholders and the Bangko Sentral ng Pilipinas.

Filed on behalf by:

Name	Michelle Pahati-Manuel
Designation	Assistant Corporate Secretary



Corporate Secretary's Office

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

Trunk Lines: 8891-6040 to 70

Local: 4582/4106

CERTIFICATION

I, **MICHELLE A. PAHATI-MANUEL**, Assistant 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 03 MAR 2026 in Pasay City, Metro Manila, Philippines.

MICHELLE A. PAHATI-MANUEL
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me on 03 MAR 2026 in Pasay City, affiant exhibited to me her TIN

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Page No. 48
Book No. VII
Series of 2026.

ATTY. JAMIE O'REAL
Commission No. 25-37, Roll No. 68794
Notary Public in and for Pasay City until December 31 2026
9th Floor PNB Financial Center
Pres. Diosdado Macapagal Blvd., Pasay City
PTR No. 9238268/Jan. 07, 2026/Pasay City
IBP Lifetime No. 018651/Dec. 11, 2017/Manila IV
MCLE Compliance No. VIII-0032111

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. March 3, 2026
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 on February 23, 2026, the Bangko Sentral ng Pilipinas (BSP) approved the Bank's request for amendments to its By-Laws.

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

March 3, 2026
Date


MICHELLE A. PAHATI-MANUEL
Assistant Corporate Secretary
Signature and Title*



BANGKO SENTRAL NG PILIPINAS

FINANCIAL SUPERVISION SECTOR
FINANCIAL SUPERVISION DEPARTMENT II

CERTIFICATE OF AUTHORITY

KNOW ALL MEN BY THESE PRESENTS:

By virtue of the authority vested by the Monetary Board in its Resolution No. 1267 dated 22 December 2025, I hereby certify that the amendments to the By-Laws (BL) of:

PHILIPPINE NATIONAL BANK

PNB Financial Center, President Diosdado Macapagal Boulevard
Pasay City, Metro Manila.

to wit:

Reference	Brief Description
Article III, Section 3.4	Revision of timeline for fixing the record date (i.e., from not exceeding thirty [30] days to at least twenty-eight [28] days)
Article III, Section 3.5	Update of relevant law
Article IV, Section 4.2	Inclusion of a provision allowing the use of remote communication in the annual meetings of stockholders
Article IV, Section 4.3	Inclusion of provisions on allowing stockholders who hold at least ten percent (10%) or more of the outstanding capital stock of the bank to call special stockholders' meetings and on the manner of conduct of special meetings of stockholders
Article IV, Section 4.4	Inclusion of provision on allowing the use of electronic mail as manner of sending notice of meeting, on waiver of notice, and on notice of postponement of annual meetings; and revision of timelines for sending of notices
Article IV, Section 4.7	Inclusion of any other means of voting that may be authorized by law and the Board of Directors and a provision on the approval of procedure and guidelines for voting through remote communication or in absentia
Article V, Section 5.4	Update of relevant law, rules and regulations and revision of the required number of independent directors
Article V, Section 5.5	Revision of required number of independent directors in the Corporate Governance Committee (acting as a Nomination Committee) from two (2) to all
Article V, Section 5.8	Update of relevant law and revision on who is authorized to fix per diem of directors
Article V, Section 5.9	Inclusion of a provision allowing the use of remote communication in the regular meetings of directors
Article V, Section 5.11	Inclusion of provision on notice of regular meetings of directors, on waiver of notice of meeting and on manner of sending notices of meetings; and revision of timeline for sending notices
Article V, Section 5.12	Inclusion of a provision on directors deemed present for purposes of determining a quorum



Reference	Brief Description
Article V, Section 5.17	Specifying other committees that the directors may create and inclusion of additional basis in creating other committees
Article VI, Section 6.1	Specifying other additional positions that the directors may create
Article VI, Section 6.9	Renumbered to Article VI, Section 6.11
Article VI, Section 6.9	Creation of a section on The Chairman
Article VI, Section 6.10	Creation of a section on The Chairman Emeritus

as approved by a majority vote of the board of directors and stockholders representing at least majority of the outstanding capital stock of the Bank, duly certified by the Corporate Secretary and majority of the directors, are in accordance with law.

This Certificate is hereby issued to enable Philippine National Bank to register its Amended By-Laws with the Securities and Exchange Commission pursuant to Sections 45 and 47 of Republic Act (R.A.) No. 11232 (Revised Corporation Code of the Philippines) and Section 14 of R.A. No. 8791 (The General Banking Law of 2000).

IN WITNESS WHEREOF, I have hereunto set my hand and caused the official seal of the Bangko Sentral ng Pilipinas to be affixed this 24th day of February 2026 in Manila, Philippines.



Betty Christine Bunyi
BETTY CHRISTINE BUNYI
 Director