



**OFFICE OF THE CORPORATE SECRETARY**

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

19 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-2]

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 Amendment of the Amended By-Laws of the Bank.

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 a faint, larger version of the signature.

**ATTY. MICHAEL D. UY**  
Department Head

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  
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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)  
Mar 19, 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.

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

**Amendment(s)**

<b>Article and Section Nos.</b>	<b>From</b>	<b>To</b>
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)**

<b>Expected date of filing the amendments to the By-Laws with the SEC</b>	TBA
<b>Expected date of SEC approval of the Amended By-Laws</b>	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 that the official copies of the Letter and Certificate of Authority issued by the Bangko Sentral ng Pilipinas relative to the approval of the amended By-Laws were duly received on March 3, 2026.

**Filed on behalf by:**

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



# 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 24<sup>th</sup> day of February 2026 in Manila, Philippines.



*Betty Christine Bunyi*  
**BETTY CHRISTINE BUNYI**  
 Director