



March 19, 2018

DIRECTOR VICENTE GRACIANO P. FELIZMENIO, JR.
 Market and Securities Regulation Department
 Securities and Exchange Commission
 G/F Secretariat Building, PICC Complex
 Roxas Boulevard, Pasay City

Dear Director Felizmenio, Jr.:

In relation to your letter dated March 5, 2018, we submit herewith our responses regarding the required disclosures for the 2018 Definitive Information Statement and Management Report of the Bank:

REQUIREMENTS	
1. ITEM 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF <ul style="list-style-type: none"> SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT – Update Information 	Please refer to pages 4 to 9 of the Definitive Information Statement
2. ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS <ul style="list-style-type: none"> Submit Certificate of Qualification of Independent Directors in accordance with the prescribed format under SEC Memo Circular No. 5, series of 2017 Submit a certification that none of the named directors and officers work with the government. If a nominee for director position is connected with government, please submit a written consent from the Head of Agency where he or she is connected 	The Certifications of Qualification of Independent Directors are attached to the Definitive Information Statement The Certification is attached to the Definitive Information Statement
3. (D) (1) CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS <ul style="list-style-type: none"> Correlate information on this item with the pertinent Notes to Financial Statements 	Please refer to page 36 and the attached 2017 Audited Financial Statements
4. OTHER MATTERS – ITEM 8. AMENDMENT OF THE AMENDED BY-LAWS <ul style="list-style-type: none"> Brief reason(s) for and the general effect of such amendment 	Please refer to page 38 of the Definitive Information Statement
5. OTHER MATTERS – ITEM 9. ACTIONS WITH RESPECT TO REPORTS <ul style="list-style-type: none"> Provide a brief summary of the Minutes of the 2017 Stockholders' Meeting and various resolutions by the Board which are for ratification by the stockholders in the forthcoming meeting. 	Please refer to page 39 of the Definitive Information Statement
6. MANAGEMENT REPORT <ul style="list-style-type: none"> Submit 2017 Audited Financial Statements Submit Statement of Management's Responsibility on the Financial Statements Submit Supplementary Schedules required by SRC Rule 68 	Attached to the Definitive Information Statement are the following: 1. Management Report 2. 2017 Audited Financial Statements 3. Statement of Management's Responsibility on the Financial Statements 4. Supplementary Schedules

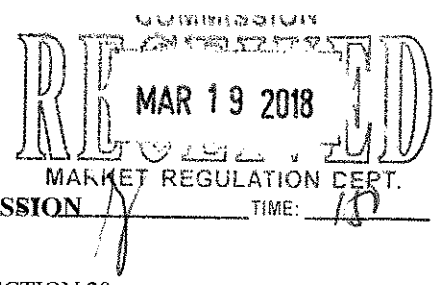
Very truly yours,


MAILA KATRINA Y. ILARDE
 Corporate Secretary

Philippine National Bank
 PNB Financial Center
 Pres. Diosdado Macapagal Blvd.,
 Pasay City, Metro Manila 1300,
 Philippines

T. (632) 526-3131 to 70/891-6040 to 70
 P.O. Box 1884 (Manila)
 P.O. Box 410 (Pasay City)
 www.pnb.com.ph

Authorized Depository of the Republic of the Philippines
 Member: PDIC



SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

- 1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
- 2. Name of Registrant as specified in its charter : PHILIPPINE NATIONAL BANK
- 3. Province, country or other jurisdiction of incorporation or organization : Metro Manila, Philippines
- 4. SEC Identification Number : AS096-005555
- 5. BIR Tax Identification Number : 000-188-209-000
- 6. Address of principal office : PNB Financial Center
President Diosdado Macapagal Blvd.
Pasay City, Metro Manila, 1300
- 7. Registrant's telephone number, including area code : (632) 834-0780
(Office of the Corporate Secretary)
- 8. Date of meeting : April 24, 2018
Time of meeting : 8:00 a.m.
Place of meeting : Grand Ballroom, Upper Lobby
Century Park Hotel
599 Pablo Ocampo, Sr. St.
Malate, City of Manila
- 9. Approximate date on which the Information Statement is first to be sent or given to security holders : March 27, 2018
- 10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate Registrant):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
COMMON SHARES	1,249,139,678

- 11. Are any or all Registrant's securities listed in a Stock Exchange?
Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein : **PHILIPPINE STOCK EXCHANGE/
COMMON STOCK**



CERTIFICATION OF INDEPENDENT DIRECTOR

I, **FLORENCIA G. TARRIELA**, Filipino, of legal age and a resident of 32 Jasmin St., Valle Verde II, Pasig City, after having duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of the Philippine National Bank and have been its Independent Director since May 24, 2005;
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
PNB-IBJL Leasing and Finance Corporation	Chairman/Independent Director	2016 – Present
PNB-IBJL Equipment Rentals Corporation	Chairman/Independent Director	2016 – Present
Financial Executive Institute of the Philippines (FINEX)	Director/Life Sustaining Member	2014 – Present
PNB International Investments Corporation	Independent Director	August 1, 2014 – Present
LT Group, Inc.	Independent Director	August 9, 2012 – Present
PNB Capital and Investment Corporation	Chairman/Independent Director	June 22, 2010 – Present
Foundation for Filipino Entrepreneurship, Inc. (FFEI)	Trustee	2010 – Present
TSPI MBA	Trustee	2006 – Present
TSPI Development Corporation	Trustee	October 17, 2003 – Present
Tarriela Management Company Inc.	Vice President /Director	1993 – Present
Bankers Institute of the Philippines (BAIPHIL)	Life Sustaining Member	July 1989 – Present
Gozon Development Corporation	Vice President and Assistant Treasurer/Director	1982 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Philippine National Bank, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances;
4. I am not related to any director/officer/substantial shareholder of the Philippine National Bank, any of its related companies or any of its substantial shareholders;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation proceeding;

Philippine National Bank
 PNB Financial Center
 Pres. Diosdado Macapagal Blvd.,
 Pasay City, Metro Manila 1300, Philippines

T. (632) 526-3131 to 70/891-6040 to 70
 P.O. Box 1884 (Manila)
 P.O. Box 410 (Pasay City)
 www.pnb.com.ph

Authorized Depository of the Republic of the Philippines
 Member: PDIC

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances; and
7. I shall inform the Corporate Secretary of the Philippine National Bank of any changes in the abovementioned information within five days from its occurrence.

Done this MAR 08 2018 in Pasay City.



FLORENCIA G. TARRIELA
Chairperson/
Independent Director

SUBSCRIBED AND SWORN to before me this MAR 15 2018 in Pasay City, affiant personally appeared before me and exhibited to me her TIN 106-906-487.

Doc. No. 117;
Page No. 2;
Book No. 18;
Series of 2018.



ATTY. WINLOVE APPLE R. SANDALO-ESPERANZA
Commission No. 17-27; Roll No. 37838
Notary Public for Pasay City until 12/31/18
9th Floor PNB Financial Center
Pres. D.P. Macapagal Blvd., Pasay City
PTR No. 5820114/01-03-18/Pasay City
IBP No. 021291/01-05-18/Quezon City



CERTIFICATION OF INDEPENDENT DIRECTOR

I, FELIX ENRICO R. ALFILER, Filipino, of legal age and a resident of U-501 The Mondrian Residences, Filinvest, Muntinlupa, after having duly sworn to in accordance with law do hereby declare that:

- 1. I am a nominee for Independent Director of the Philippine National Bank and have been its Independent Director since January 1, 2012;
2. I am affiliated with the following companies or organizations:

Table with 3 columns: Company/Organization, Position/Relationship, Period of Service. Rows include PNB General Insurers Co., Inc., PNB RCI Holdings Co., Ltd., PNB Savings Bank, and PNB International Investments Corporation.

- 3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Philippine National Bank, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances;
4. I am not related to any director/officer/substantial shareholder of the Philippine National Bank, any of its related companies or any of its substantial shareholders;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances; and
7. I shall inform the Corporate Secretary of the Philippine National Bank of any changes in the abovementioned information within five days from its occurrence.

Done this MAR 08 2018 in Pasay City.

FELIX ENRICO R. ALFILER
Vice Chairman/
Independent Director

SUBSCRIBED AND SWORN to before me this MAR 15 2018 in Pasay City, affiant personally appeared before me and exhibited to me his TIN 135-912-014.

Doc. No. 18;
Page No. 25;
Book No. 18;
Series of 2018.

Philippine National Bank
PNB Financial Center
Pres. Diosdado Macapagal Blvd.,
Pasay City, Metro Manila 1300, Philippines

Authorized Depository of the Republic of the Philippines
Member: PDIC

ATTY. WINLOVE APPLE R. SANDALO-ESPERANZA
Commission No. 17-27; Roll No. 37838
Notary Public for Pasay City until 12/31/18
9th Floor PNB Financial Center
Pres. D.P. Macapagal Blvd., Pasay City
PTR No. 5820114/01-03-12/Pasay City
IBP No. 021291/01-05-18/Quezon City



CERTIFICATION OF INDEPENDENT DIRECTOR

I, **EDGAR A. CUA**, Filipino, of legal age and a resident of Unit 20 A Gilmore Townhomes, Gilmore Avenue near Santolan Road, Brgy. Valencia, Quezon City, after having duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of the Philippine National Bank and have been its Independent Director since May 31, 2016;
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Allied Commercial Bank, Xiamen	Independent Director	June 2017-Present
PNB Capital and Investment Corporation	Independent Director	2016-Present
Davao Unicar Corporation	Director	August 1983 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Philippine National Bank, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances;
4. I am not related to any director/officer/substantial shareholder of the Philippine National Bank, any of its related companies or any of its substantial shareholders;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances; and
7. I shall inform the Corporate Secretary of the Philippine National Bank of any changes in the abovementioned information within five days from its occurrence.

Done this MAR 15 2018 in Pasay City.

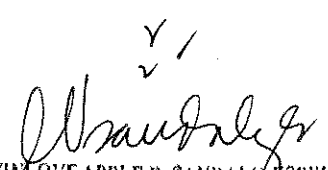

EDGAR A. CUA
 Independent Director

SUBSCRIBED AND SWORN to before me this MAR 15 2018 in Pasay City, affiant personally appeared before me and exhibited to me his TIN No. 162-181-045.

Doc. No. 120;
 Page No. 15;
 Book No. 18;
 Series of 2018.

Philippine National Bank
 PNB Financial Center
 Pres. Diosdado Macapagal Blvd.,
 Pasay City, Metro Manila 1300, Philippines

Authorized Depository of the Republic of the Philippines
 Member: PDIC


ATTY. WINLOVE APPLE R. SANDALO ESPERANZA
 Commission No. 17-27; Roll No. 57838
 Notary Public for Pasay City until 12/31/18
 9th Floor PNB Financial Center
 Pres. D.P. Macapagal Blvd., Pasay City
 PTR No. 5820114/01-03-12/Pasay City
 IBP No. 021291/01-05-18/Quezon City
 T. (632) 526-3131 to 7078
 P.O. Box 1884 (Manila)
 P.O. Box 410 (Pasay City)
 www.pnb.com.ph



CERTIFICATION OF INDEPENDENT DIRECTOR

I, **FEDERICO C. PASCUAL**, Filipino, of legal age and a resident of 311 San Juanico St., Ayala Alabang Village, Muntinlupa City, after having duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of the Philippine National Bank and have been its Independent Director since May 27, 2014;
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Allianz PNB Life Insurance, Inc.	Independent Director	2017 to Present
PNB-IBJL Leasing and Finance Corporation	Independent Director	2016 to Present
Bataan Peninsula Educational Institution, Inc.	Chairman	January 2016 to Present
Sarco Land Resources Ventures Corporation	Director	November 2016 to Present
PNB Holdings Corporation	Independent Director	September 11, 2014 to Present
PNB International Investments Corporation	Independent Director	August 1, 2014 to Present
University of Nueva Caceres - Bataan	Partner	2013 to Present
Apo Reef World Resort	Director	2013 to Present
Global Energy Growth System	Director	2011 to Present
Tala Properties, Inc.	President/Director	1994 to Present
Woldingham Realty, Inc.	President/Director	1994 to Present
Green Grower Farm	Proprietor	1992 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Philippine National Bank, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances;
4. I am not related to any director/officer/substantial shareholder of the Philippine National Bank, any of its related companies or any of its substantial shareholders;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances; and

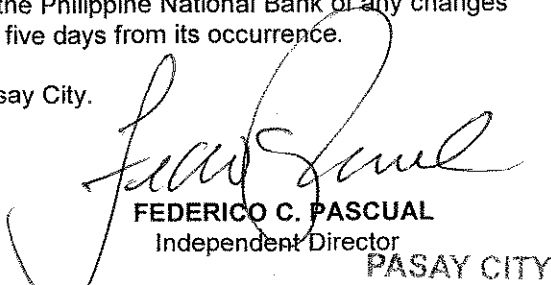
Philippine National Bank
 PNB Financial Center
 Pres. Diosdado Macapagal Blvd.,
 Pasay City, Metro Manila 1300, Philippines

T. (632) 526-3131 to 70/891-6040 to 70
 P.O. Box 1884 (Manila)
 P.O. Box 410 (Pasay City)
 www.pnb.com.ph

Authorized Depository of the Republic of the Philippines
 Member: PDIC

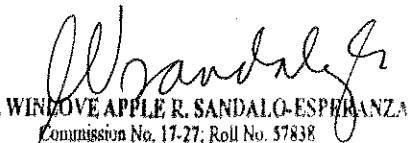
7. I shall inform the Corporate Secretary of the Philippine National Bank of any changes in the abovementioned information within five days from its occurrence.

Done this MAR 08 2018 in Pasay City.


FEDERICO C. PASCUAL
Independent Director
PASAY CITY

SUBSCRIBED AND SWORN to before me this _____ in _____
affiant personally appeared before me and exhibited to me his TIN 133-114-669.

Doc. No. 119;
Page No. 25;
Book No. 18;
Series of 2018.


ATTY. WINLOVE APPLE R. SANDALO-ESPIRANZA
Commission No. 17-27; Roll No. 57838
Notary Public for Pasay City until 12/31/18
9th Floor PNB Financial Center
Pres. D.J. Macapagal Blvd., Pasay City
PTR No. 5820114/01-03-18/Pasay City
IBP No. 021291/01-05-18/Quezon City



CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CECILIO K. PEDRO**, Filipino, of legal age and a resident of 225-B Fresno Road, Pasay City, after having duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of the Philippine National Bank and have been its Independent Director since February 28, 2014;
2. I am affiliated with the following companies or organizations:


Company/Organization	Position/Relationship	Period of Service
PNB Savings Bank	Independent Director	April 23, 2014 to Present
Asian Theological Seminary	Chairman	March 17, 2012 to Present
Lamoiyan Corporation	CEO/President	March 1988 to Present
Action Container, Inc.	Chairman/CEO	1988 to Present
Federation of Filipino-Chinese Chambers of Commerce and Industry, Inc.	Vice President	1988 to Present
Deaf Evangelistic Alliance Foundation, Inc.	Chairman	1991 to Present
Pneumatic Equipment Corporation	Chairman/CEO	2005 to Present
CATS Motors	Director	2008 to Present
Philippine Business for Social Progress	Director	2008 to Present
Manila Doctors Hospital	Director	2009 to Present
GT Foundation	Trustee	2009 to Present
Legazpi Hope Christian School	Trustee	2003 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Philippine National Bank, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances;
4. I am not related to any director/officer/substantial shareholder of the Philippine National Bank, any of its related companies or any of its substantial shareholders;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances; and

Certification of Independent Director
Page – 2-

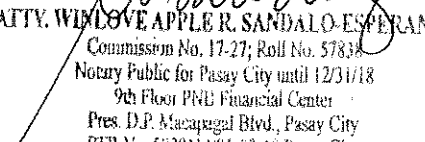
7. I shall inform the Corporate Secretary of the Philippine National Bank of any changes in the abovementioned information within five days from its occurrence.

Done this MAR 15 2018 in Pasay City.


CECILIO K. PEDRO
Independent Director

SUBSCRIBED AND SWORN to before me this MAR 15 2018 in
PASAY CITY, affiant personally appeared before me and exhibited to me his TIN 100-758-
295.

Doc. No. 148 ;
Page No. 31 ;
Book No. 18 ;
Series of 2018.


ATTY. WINLOVE APPLE R. SANDALO-ESPERANZA
Commission No. 17-27; Roll No. 57838
Notary Public for Pasay City until 12/31/18
9th Floor PNB Financial Center
Pres. D.P. Macapagal Blvd., Pasay City
PTR No. 5820114/01-03-18/Pasay City
IBP No. 021291/01-05-18/Quezon City